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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: L & N HOLDINGS, LLC

AUDIT NUMBER.....H98000018122

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ARTICLES OF ORGANIZATION
OF
L & N HOLDINGS, LLC

Pursuant to the appropriate provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, the undersigned limited liability company, L & N Holdings, LLC (the "Company") adopts the following Articles of Organization by unanimous consent of all members entitled to vote on this matter.

ARTICLE I - NAME

The name of the Company is L & N Holdings, LLC.

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the members.

ARTICLE IV - ADDRESS

The mailing and street address of the Company is 2700 W. Cypress Creek Road, Suite D-118, Ft. Lauderdale, Florida 33309.

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the name and addresses of the managing members are:

Nancy Russell McCabe
2700 W. Cypress Creek Road
Suite D-118
Ft. Lauderdale, FL 33309

Laurie J. Smith
2700 W. Cypress Creek Road
Suite D-118
Ft. Lauderdale, FL 33309

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions are that the members must unanimously approve the admission of additional members and the terms under which they will be admitted.

Prepared by:
Steven H. Naturman, Esq.
Naturman & Joblove, P.A.
9500 S. Dadeland Blvd., Ste. 610
Miami, Florida 33156
(305) 670-8353
Florida Bar No. 709920

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ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company can continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the terms and conditions as provided in the Company Regulations.

ARTICLE VIII - REGISTERED AGENT

The Registered Agent of the Company is Nancy McCabe, 2700 W. Cypress Creek Road, Suite D-118, Ft. Lauderdale, FL 33309.

ARTICLE IX - MEMBER PROPERTY

Private property of the members shall not be subject to the payment of the Company's debts.

We, the undersigned, as the members of the Company agree, adopt, approve and consent to the above Articles of Organization this 27th day of September, 1998.

L & N HOLDINGS, LLC

By: Nancy Russell McCabe member
Nancy Russell McCabe, Member | Registered Agent
By: Laure J. Smith member
Laure J. Smith, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of L & N HOLDINGS, LLC (the "Company") depose and say:

1. The Company has at least two (2) members.
2. The total amount of cash contributed by the members is as follows:
 Nancy Russell McCabe: \$100.00
 Laurie J. Smith: \$100.00
3. The agreed value of the property other than cash contributed by the members is:
 Nancy Russell McCabe: \$0
 Laurie J. Smith: \$0
4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes amounts from 2 and 3 above.

By: *Nancy Russell McCabe*
 Nancy Russell McCabe, Member

By: *Laurie J. Smith*
 Laurie J. Smith, Member

The execution of this affidavit is made in accordance with Fla. Stat. § 608.408(3) and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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