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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

R & R CAPITAL HOLDINGS, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited

Mailing and Street Address:

Liability Company is:

2526 S.E. 20th Place Homestead, FL 33035

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by its members (the "Managers") and the names and addresses of the Managers are:

William T. Rudd 2526 S.E. 20th Place Homestead, FL 33035

Robert D. Rosenbloom 2526 S.E. 20th Place Homestead, FL 33035

ARTICLE V - Registered Agent and Office

The name of the initial registered agent of the Limited Liability Company is:

Robert D. Rosenbloom 2526 S.E. 20th Place Homestead, FL 33035 SECNETARY OF STATE BIVISION OF CHEPRATIONS

ARTICLE VI - Miscellaneous

The right of the members to admit additional members and the terms and conditions of the admissions, and the right of the remaining members to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member shall be as set forth in the Regulations or Operating Agreement.

William T. Rudd, a

Member of the Limited Liability Company

William T. Rudd

Robert D. Rosenbloom, a

Member of the Limited Liability Company

Robert D. Rosenbloom

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Robert D. Rosenbloom

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of the members of R & R CAPITAL HOLDINGS, LLC says:

- the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$100,000;
- if any, the agreed value of property other than cash contributed by members is \$4,000; Such property is located in Miami-Dade County, Florida.
- 4) the total amount of cash or property anticipated to be contributed by members is \$104,000. This total includes amounts from 2 and 3 above.

william T. Rudd, Member							
William D. Ruda							
William T. Rudd	_						
Robert D. Rosenbloom, Member							
Robert D. Rosenbloom	_						

Signature of a member or authorized representative of a member (in accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sworn to and subscribed before me this

| State | day of | According 19, 98
| by: | WILLIAM T. RUDD and |
| ROBERT D ROSENBLOOM |
| Signature of Nogary | Arbitrator |
| Notary's Name, Printed, Stamped or Type, Personally Known: | or Produced ID |
| Type of ID produced | Or Produced

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