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Division of Corporations

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LIMITED LIABILITY COMPANY
RAHTJEN & ASSOCIATES, L.L.C.

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ARTICLES OF ORGANIZATION
OF
RAHTJEN & ASSOCIATES, L.L.C.

The undersigned desires to form a limited liability company pursuant to Florida Statutes as hereinafter set forth.

I. PURPOSE

This limited liability company is created and conducted for the purpose of engaging in all lawful business as may be agreed on by the members.

II. NAME; PLACE OF BUSINESS

(a) Name. The name of this limited liability company shall be Rahtjen & Associates, L.L.C.

(b) Street And Mailing Address. The street address of the principal place of business of the limited liability company and the mailing address shall be 301 Crawford Boulevard, Suite 204, Boca Raton, Florida.

III. DURATION

This limited liability company shall commence on the filing of these Articles with the Department of State, and continue for a period of thirty (30) years from the above date, or until dissolved by the members herein as set forth in Article X of these Articles of Organization.

Gregory J. Blodig, Esq.
Greenspoon, Marder et al.
100 W. Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
(954) 491-1120
Fla. Bar No. 274062

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IV. CAPITAL CONTRIBUTION

(a) Capital. The initial capital of this limited liability company shall consist of the sum of ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00).

(b) Additional Contributions. No additional contributions have been agreed to be made by the members.

V. PROPERTY

(a) Property. All property acquired by purchase or otherwise on account of the limited liability company shall be property of this limited liability company.

(b) Property to be in Limited Liability Company Name. The title to all limited liability company property shall be held in the name of the limited liability company.

VI. MANAGEMENT OF BUSINESS

The limited liability company is to be managed by managers. The names and addresses of the initial managers of the limited liability company who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

Michael Rahtjen
301 Crawford Blvd.
Suite 204
Boca Raton, FL 33432

Steve Levinson
900 River Reach Drive, #501
Ft. Lauderdale, FL 33315

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VII. MEETINGS OF MEMBERS

Without call or notice, the members shall hold regular annual meetings at times and places to be selected by members. In addition, special meetings may be called by any member at any time after the giving of ten (10) days' notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Any member at a meeting constitutes a waiver of notice of such meeting except in the event that a member attends a meeting and protests the lack of notice to him. Minutes shall be made of the regular and special meetings of the limited liability company.

VIII. ACCOUNTING MATTERS

Books of Account. Books of account shall be kept by the members, and proper entries made therein of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

IX. ADMISSION OF MEMBERS

The admission of new members shall be only by the unanimous vote of the members.

X. DISSOLUTION

Causes of Distribution. The limited liability company shall be dissolved on the happening of any of the following events, unless the members unanimously agree otherwise:

- (1) Termination of the term specified herein.
- (2) Withdrawal, retirement, or expulsion of any member.

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- (3) Death, disability, or bankruptcy of any member.
- (4) Unanimous agreement of the members.

XI. REGISTERED AGENT

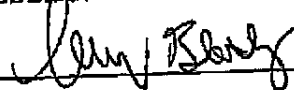

The Registered Agent for this limited liability company shall be Gregory J. Blodig, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.


XII. AMENDMENTS

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by the unanimous consent of the members, and such amendments shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 29 day of December, 1998.

WITNESSES:


Michael Rahtjen, authorized representative
of Member

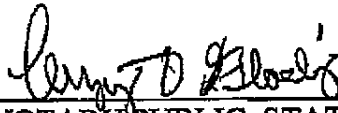
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, personally appeared Michael Rahtjen, to me well known and known to me to be the person in and who executed the forgoing Articles of Organization of Rahtjen & Associates, L.L.C., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 29 day of December, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
Print name: Gregory J Blodig
Commission Number: CC 535154

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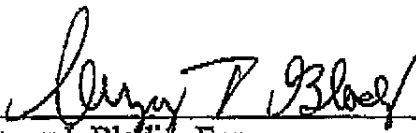
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

Rahjien & Associates, L.L.C., desiring to organize as a limited liability company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Gregory J. Blodig, Esq., located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, County of Broward, Florida 33309, as its registered agent within the state.

Having been named registered agent for the above stated limited liability company at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative thereto.



Gregory J. Blodig, Esq.

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AFFIDAVIT

STATE OF FLORIDA)
)
 COUNTY OF BROWARD) SS:

The undersigned manager and authorized representative of a member of Rahtjen & Associates, L.L.C. hereby states under oath the following with respect to Rahtjen & Associates, L.L.C.:

1. Rahtjen & Associates, L.L.C. has at least one member;
2. The amount of cash to be contributed by the members is \$100,000.00;
3. No property other than cash is anticipated to be contributed by the members;
4. The additional amount anticipated to be contributed by the members to the Company in excess of the sums set forth in paragraph 2 above is -0-.

FURTHER AFFLIANT SAYETH NAUGHT:


 Michael Rahtjen

STATE OF FLORIDA)
)
 COUNTY OF BROWARD) SS:

Sworn to and subscribed before me this 29 day of December, 1998, by Michael Rahtjen, who is personally known to me or has produced _____ as identification.


 NOTARY PUBLIC, STATE OF FLORIDA

Print name: Gregory J. Blodgett
 Commission Number: CC 535154

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