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Division of Corporations

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EFFECTIVE DATE
1/26/99

SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

stray dog coral gables, L.L.C.

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Page Count	04
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
OF
STRAY DOG CORAL GABLES, L.L.C.**

EFFECTIVE DATE
1/26/99

ARTICLE I - NAME

The name of the Limited Liability Company is: **STRAY DOG CORAL GABLES, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1444 Collins Avenue, Miami Beach, Florida 33139.

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 the following members and the names and addresses of such managing members are:

Name

Address

Kenneth D. Pittman

1444 Collins Avenue
Miami Beach, Florida 33139

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is January 26, 1999.

IN WITNESS WHEREOF, the undersigned Kenneth D. Pittman, as Managing Member of Stray Dog Coral Gables, L.L.C. has executed these Articles of Organization this 26th day of January, 1998.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2 St. #3950
Miami, FL 33131


Kenneth D. Pittman
Managing Member

(305) 371-6338 - FL BAR #150388

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
INT HE STATE OF FLORIDA.

1. The name of the limited liability company is: **STRAY DOG CORAL
GABLES, L.L.C.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED
LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATING TO THE PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.


NORMAN S. WEIDER, ESQ.

DATE: 1/26/99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF DADE) SS:

The undersigned Managing Member of STRAY DOG CORAL GABLES, L.L.C. deposes and says:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the Members is: One Hundred Dollars. No property other than cash has been contributed by the Members. It is not anticipated that any additional contribution shall be made by the Members. The total amount of the cash contributed and anticipated to be contributed is \$100.00.

[Signature]
Kenneth D. Pittman
Managing Member

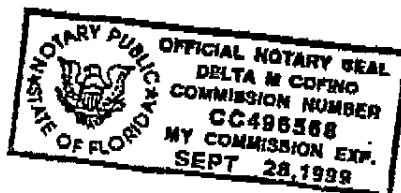
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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 26th day of January, 1999, Kenneth D. Pittman, as Managing Member of Stray Dog Coral Gables, L.L.C., who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.

[Signature]
Notary Public
State of Florida

Print Name: DELTA M - COFFINO

My Commission Expires:



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