

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8700 • 1-800-342-8062 Fax (850) 224-1222

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Icarus Holdings, L.L.C.

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Signature

Requested by:

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| Art of Inc. File | _____ |
| LTD Partnership File | _____ |
| Foreign Corp. File | _____ |
| <input checked="" type="checkbox"/> L.C. File | _____ |
| Fictitious Name File | _____ |
| Trade/Service Mark | _____ |
| Merger File | _____ |
| Art. of Amend. File | _____ |
| RA Resignation | _____ |
| Dissolution / Withdrawal | _____ |
| Annual Report / Reinstatement | _____ |
| <input checked="" type="checkbox"/> Cert. Copy | _____ |
| Photo Copy | _____ |
| <input checked="" type="checkbox"/> Certificate of Good Standing | _____ |
| Certificate of Status | _____ |
| Certificate of Fictitious Name | _____ |
| Corp Record Search | _____ |
| Officer Search | _____ |
| Fictitious Search | _____ |
| Fictitious Owner Search | _____ |
| Vehicle Search | _____ |
| Driving Record | _____ |
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ARTICLES OF ORGANIZATION
OF
ICARUS HOLDINGS, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is ICARUS HOLDINGS, L.L.C.

ARTICLE II - DURATION

This limited liability company, created pursuant to Florida Statute 608 shall come into existence as of the date of filing of these Articles of Organization with the Secretary of State and shall remain in existence perpetually unless otherwise dissolved as provided for by law.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 14380 SW 139 Court, Miami, FL 33186.

ARTICLE IV - PURPOSE

This limited liability company is organized for the purpose of transacting any and all lawful business.

ARTICLE V - INITIAL MEMBERS AND MANAGEMENT

The limited liability company is to be managed by the members, and the name and address of the managing members are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|------------------------------------|
| Raul D. Segredo | 14663 SW 141 Court, Miami FL 33186 |
| Stylian N. Cocalides | 7501 SW 133 Street, Miami FL 33156 |
| Luis C. Segredo | 3830 SW 130 Avenue, Miami FL 33175 |
| Bill Anillo | 13537 SW 116 Court, Miami FL 33176 |
| Raul U. Segredo | 3830 SW 130 Avenue, Miami FL 33176 |

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company only upon the unanimous consent of all existing members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall continue the business of the limited liability company upon 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 in the limited liability company.

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ARTICLE VIII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned members certify as follows:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$100,000.00
3. The agreed value of property, other than cash, contributed by the members is \$0.00 (a description of property is attached and made a part hereto).
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$100,000.00

ARTICLE IX - CONTRACTING AND DEBTS

Any member of the limited liability company, acting without the other members, shall be authorized to contract in all matters, including matters of debt, on behalf of the limited liability company. In addition, instruments and documents providing for the acquisition, mortgage or disposition of real or personal property of the limited liability company, shall be valid and binding upon the company if they are executed by one member of the limited liability company.

ARTICLE X - POWERS

The limited liability company will have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitations, all powers set forth in Florida Statutes 608.404, as from time to time amended, and the following powers:

- A) Sue or be sued, or complain or defendant, in its name.
- B) Purchase, take, receive, lease, subscribed for, or otherwise acquire, own, hold, improve, vote, use or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- C) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend or otherwise dispose of, all or any part of its property and assets.
- D) Make contracts or guarantees or incur liabilities, borrow money, issue its notes, bonds or other obligations; secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned directly or indirectly by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company, or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
- E) Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

- F) Conduct its business, locate offices and exercise the powers granted by this chapter within or without this State.
- G) Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation and lend them money and credit.
- H) Make and amend its regulations, not inconsistent with its articles of organization or with the Laws of this State, for the administration and regulation of the affairs of the company.
- I) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- J) Indemnify a member or manager or any other person as provided in this chapter against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit or proceeding, whether civil or criminal, in which he or she or it is made a party.
- K) Cease its activities and surrender its certificate of organization.
- L) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.
- M) Transact any lawful business that will be in aid of governmental policy.
- N) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- O) Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company

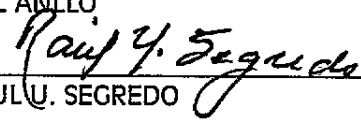
IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Organization this ____ day of _____, 1999. (In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


RAUL D. SEGREDO


STYLIAN N. COCALIDES


LUIS C. SEGREDO


BILL ANLLO



RAUL U. SEGREDO

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 18 day of FEBRUARY, 1999, by RAUL D. SEGREDO who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) PERSONALLY KNOWN as identification.

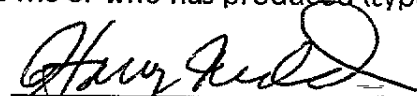
My Commission Expires: 7/27/2001


NOTARY PUBLIC (SEAL)
(print name) HARRY MILDER
My Comm Exp. 7/27/2001
Bonded By Service Ins
No. CC659189
• Personally Known [] Other []

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 18 day of FEBRUARY, 1999, by STYLIAN N. COCALIDES, who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) PERSONALLY KNOWN as identification.

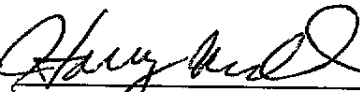
My Commission Expires: 7/27/2001


NOTARY PUBLIC (SEAL)
(print name) HARRY MILDER
My Comm Exp. 7/27/2001
Bonded By Service Ins
No. CC659189
• Personally Known [] Other []

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 18 day of FEBRUARY, 1999, by LUIS C. SEGREDO who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) PERSONALLY KNOWN as identification.

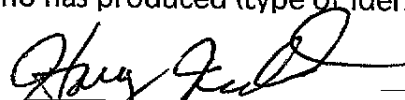
My Commission Expires: 7/27/2001


NOTARY PUBLIC (SEAL)
(print name) HARRY MILDER
My Comm Exp. 7/27/2001
Bonded By Service Ins
No. CC659189
• Personally Known [] Other []

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 18 day of FEBRUARY, 1999, by BILL ANLLO who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) PERSONALLY KNOWN as identification.

My Commission Expires: 7/27/2001


NOTARY PUBLIC (SEAL)
(print name) HARRY MILDER
My Comm Exp. 7/27/2001
Bonded By Service Ins
No. CC659189
• Personally Known [] Other []

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

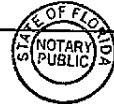
The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 18 day of FEBRUARY, 1999, by RAUL U. SEGredo who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) PERSONALLY KNOWN as identification.

My Commission Expires: 7/27/2001



NOTARY PUBLIC
(print name)

(SEAL)



HARRY W. DYER
My Comm. Exp. 7/27/2001
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No. CC659189
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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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ICARUS HOLDINGS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Name: GARY V. SMITH, ESQUIRE

Address: 1230 NW 7 Street
Miami, Florida 33125

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

GARY V. SMITH

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