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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

19

LIMITED LIABILITY COMPANY

SPOGAIN INVESTMENTS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 15, 1999

DAVID A. ROSENELETT
9190 SUNSET DRIVE
MIAMI, FL 33173SUBJECT: SPOGAIN INVESTMENTS, L.L.C.
REF: W99000008634RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate SpecialistFAX Aud. #: H99000008514
Letter Number: 199A00019078FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

OF

SPOGAIN INVESTMENTS, L.L.C.

The undersigned subscribers to these Articles of Limited Liability Company, being natural persons, competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company shall be:

SPOGAIN INVESTMENTS, L.L.C.

ARTICLE II

PRINCIPAL OFFICE

The Principal Office, mailing address and the Registered Agent's Office shall be located at 1155 Hillsboro Mile, Apt 703, Hillsboro Beach, Florida 33062 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

Prepared By: David A. Rosenblatt
Florida Bar No.: 253758
9190 Sunset Drive
Miami, Florida 33173
Telephone: (305) 595-3444

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**ARTICLE III
TERM**

This Limited Liability Company shall have perpetual existence.

ARTICLE IV

This Limited Liability Company will be managed by two members.
The list of names and addresses of the individuals who will serve as managers are:

<u>NAME</u>	<u>ADDRESS</u>
James C. Spector	1155 Hillsboro Mile, Apt 70 Hillsboro Beach, Florida 33062
Ronald Olster	555 NE 34 th Street, Apt 203 Miami, Florida 33137

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IN WITNESS WHEREOF, we have hereunto set our hands and seals
at Miami, Dade County, Florida, this 8 day of April, 1999.


JAMES C. SPECTOR, Managing
Member


RONALD OLSTER, Managing Member

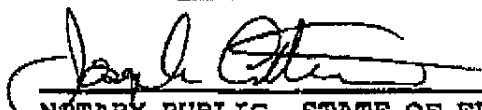
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STATE OF FLORIDA)
COUNTY OF Broward)^{SS}

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BEFORE ME, the undersigned authority, this day personally appeared JAMES SPECTOR, Managing Member, to me well known to be the individual described in and who executed the foregoing Articles of Limited Liability Company of SPOGAIN INVESTMENTS, L.L.C., and he has acknowledged before me that he signed and executed the same for the purpose stated therein.

SWORN TO AND SUBSCRIBED before me this 8 day of April, 1999.

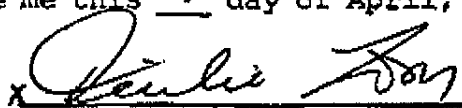

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

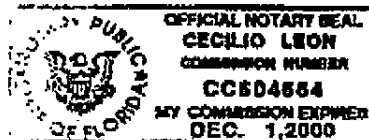
STATE OF FLORIDA)
COUNTY OF DADE)^{SS}

NOTARY PUBLIC
STATE OF FLORIDA
Joseph Antonini
Commission # CC 759775
Expires August 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

BEFORE ME, the undersigned authority, this day personally appeared RONALD OLSTER, Managing Member, to me well known to be the individual described in and who executed the foregoing Articles of Limited Liability Company of SPOGAIN INVESTMENTS, L.L.C., and he has acknowledged before me that he signed and executed the same for the purpose stated therein.

SWORN TO AND SUBSCRIBED before me this 9 day of April, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



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ID: 299

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AFFIDAVIT PURSUANT TO F.S. 608.407(2)

STATE OF FLORIDA)

ss


COUNTY OF DADE)

Before me, the undersigned authority, personally appeared JAMES C. SPECTOR, who deposes and states:

1. I am one of the Managing Members of SPOGAIN INVESTMENTS, L.L.C., and am familiar with all matters contained herein by personal knowledge.

2. Spogain Investments, L.L.C. has two members, James C. Spector, who has contributed an initial investment of \$40,000.00, and Ronald Olster, who has not contributed any cash or other property at this time. There may be additional investments by both members, but no amount is known at this time.

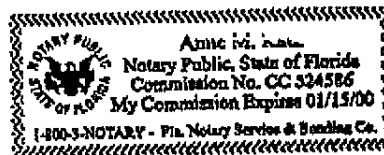
FURTHER AFFIANT SAYETH NOT.


JAMES C. SPECTOR,
Managing Member

Sworn to and Subscribed before me, the undersigned authority, by James C. Spector, who is personally known to me and who did take an oath.


Notary Public, State of Florida

My Commission Expires:



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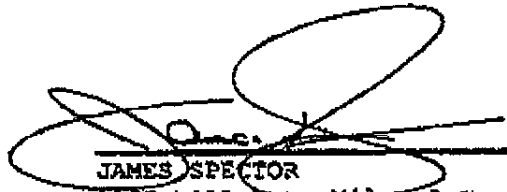
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TOTAL P.07

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**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

I, JAMES SPECTOR, hereby certify that I have accepted the designation as Registered Agent of SPOGAIN INVESTMENTS, L.L.C., and agree to serve as its agent to accept service of process within the State at its Registered Office. I am familiar with, and accept, the obligation of this position.


JAMES SPECTOR
1155 Hillsboro Mile, Apt. 703
Hillsboro Beach, Florida 33062

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