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LIMITED LIABILITY COMPANY

REAL INTELLECTUAL PROPERTIES LLC

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**ARTICLES OF ORGANIZATION
OF
REAL INTELLECTUAL PROPERTIES LLC**

Pursuant to section 608.407, Florida Statutes, the undersigned hereby files these Articles of Organization as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is REAL INTELLECTUAL PROPERTIES LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 469 N.E. 207 Lane, Suite 104, North Miami Beach, FL 33179.

ARTICLE III - DURATION

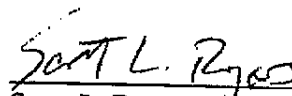
The period of duration for the Limited Liability Company is perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and address of the managing member is:

Mark Metz
469 N.E. 207 Lane, Suite 104
North Miami Beach, FL 33179

IN WITNESS WHEREOF, the undersigned member/authorized representative has hereunto set his hand and seal this 4th day of June, 1999.



Scott L. Rogers, Esq.
Authorized Agent

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PREPARED BY: SCOTT L. ROGERS
FLORIDA BAR NO. 967572
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MIAMI, FL 33131
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FAX AUDIT NO. H990000135832

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

REAL INTELLECTUAL PROPERTIES LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Scott L. Rogers, Esq., located at said address as its initial Registered Agent.

By: Scott L. Rogers
Scott L. Rogers, Esq.
Member or Authorized Representative

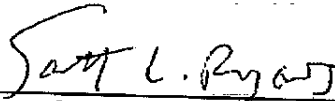
Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: Scott L. Rogers
Scott L. Rogers, Esq.
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of REAL INTELLECTUAL PROPERTIES LLC, a Florida limited liability company (the "LLC"), deposes and says:

1. The LLC has one member.
2. The total amount of cash contributed by the member is \$100.00.
3. If any, the agreed value of property other than cash contributed by member is \$0.00. A description of the property is attached hereto and made a part hereof.
4. The total amount of paragraphs 2, 3, and 4 above is \$100.00.



Signature of a member or authorized representative of a member.
(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)