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LIMITED LIABILITY COMPANY

ARYA DEVELOPMENT, LLC

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**ARTICLES OF ORGANIZATION
OF
ARYA DEVELOPMENT, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: ARYA DEVELOPMENT, LLC.

**ARTICLE II
Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue perpetually, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles.

**ARTICLE III
Place of Business**

The principal place of business of this Company shall be 2014 Drew Street, Clearwater, Florida 33765, and the mailing address of this Company shall be Post Office Box 835, Clearwater, Florida 33755, and such other place or places as may be designated by the manager from time to time.

**ARTICLE IV
Registered Agent and Office**

The initial registered agent for this Company shall be MICHAEL G. PEREZ, and the address of the registered agent for service of process shall be 2014 Drew Street, Clearwater, Florida 33765.

**ARTICLE V
Admission of Members**

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

Prepared by:
Peter A. Rivellini, Esquire
911 Chestnut Street, Clearwater, FL 33756
727-461-1818
FL Bar No. 0067156

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ARTICLE VI
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VII
Management of Business

The Company shall be managed by the manager. The following person shall be the manager to serve until its successor is elected and qualified:

Name

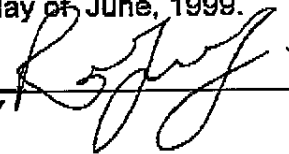
Address

Ronit Charny

2014 Drew Street
Clearwater, Florida 33765

IN WITNESS WHEREOF, the undersigned organizer of ARYA DEVELOPMENT, LLC has executed these Articles of Organization this 29th day of June, 1999.

RONIT CHARNY



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared RONIT CHARNY, who upon being duly sworn, certified as follows:

1. ARYA DEVELOPMENT, LLC has at least one (1) member.
2. The total amount of cash contributed by the members is \$100.
3. If any, the agreed value of property other than cash contributed by the members, described as internet web site design and management services, is \$0.
3. The total amount of cash and property contributed and anticipated to be contributed by the members is \$100.



 RONIT CHARNY

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STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 29th day of June, 1999, by RONIT CHARNY. Said individual is personally known to me; or has produced _____ (type of identification) as identification.



 (Signature of Notary Public)

Tami LEE MEATHER

 (Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number

#189082 v2 -



Tami Lee Meather
 MY COMMISSION EXPIRES
 BONDED THROUGH THE FLORIDA SECRETARY OF STATE, INC.

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 2014 Drew Street, Clearwater, Florida 33765, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

By: 72. CTE

MICHAEL G. PEREZ

Dated: 6/30/99

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