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Account Name : MISHAN, SLOTO, & GREENBERG, P.A.  
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**LIMITED LIABILITY COMPANY**

Partners Holdings, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
PARTNERS HOLDINGS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I**

**NAME**

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

**ARTICLE II**

**DURATION AND EFFECTIVE DATE**

The period of this company's duration shall be perpetual.

**ARTICLE III**

**PURPOSE**

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

Fax Audit No. H99000024039 2

This instrument prepared by:

**ANDREW B. HELLINGER, ESQUIRE**

Florida Bar No: 861553

**MISHAN, SLOTO, GREENBERG, HELLINGER & UDOLF, P.A.**

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33134

(305) 379-1792

Fax Audit No. H99000024039 2**ARTICLE IV****ADDRESS**

The mailing and street address of the principal office of the limited liability company is 200 S. Biscayne Boulevard, Suite 2350, Miami, Florida 33131.

**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this company is 200 South Biscayne Blvd., Suite 2350, Miami, Florida 33131, and the name of the registered agent of this company at that address is Andrew B. Hellinger, Esq.

**ARTICLE VI****ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of the Managers and a majority of the existing members, upon the written application of such new member.

**ARTICLE VII****RIGHT TO CONTINUE BUSINESS**

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

**ARTICLE VIII****MANAGEMENT OF COMPANY**

The business of the Company shall be managed by four Managers. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement.

Fax Audit No. H99000024039 2

Fax Audit No. H99000024039 2

The names and addresses of the initial Managers, who are to serve until the first annual meeting of Members or until their successor are elected and qualified, are:

Steven Mishan  
200. S. Biscayne Blvd., Suite 2350  
Miami, FL 33131

James R. Sloto  
200 S. Biscayne Blvd., Suite 2350  
Miami, FL 33131

Andrew B. Hellinger  
200. S. Biscayne Blvd., Suite 2350  
Miami, FL 33131

Barry N. Greenberg  
200 S. Biscayne Blvd., Suite 2350  
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal  
this 24 day of September, 1999.

  
ANDREW B. HELLINGER, Member

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be  
signed on this 24 day of September, 1999.

MISHAN, SLOTO, GREENBERG,  
HELLINGER & UDOLF, P.A.

By: 

Andrew B. Hellinger

F:\DATA\PARTNER\ARTICLE.LLC

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**AFFIDAVIT UNDER  
FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

: ss

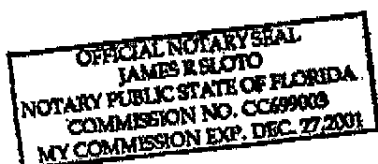
Before the undersigned authority, personally appeared **ANDREW B. HELLINGER**, as manager and a member of **PARTNERS HOLDINGS, L.L.C.** who, on oath says:

1. Affiant, **ANDREW B. HELLINGER**, is a member of **PARTNERS HOLDINGS, L.L.C.**
2. That **PARTNERS HOLDINGS, L.L.C.** has at least one member.
3. The amount of cash contributed by the members is \$4,000.00
4. The description and agreed value of the property other than cash contributed by the members is \$0.0.
5. The amount anticipated to be contributed by the members is \$0.00.

FURTHER, AFFIANT SAYETH NAUGHT.

  
ANDREW B. HELLINGER, Manager

Sworn to and Subscribed before me this 24 day of September, 1999, by **ANDREW B. HELLINGER**, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
Signature

[Print Name]  
Notary Public, State of Florida  
My Commission Expires: