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ARTICLES OF ORGANIZATION

OF

ARTISTIC REALTY GROUP, L.C.

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: ARTISTIC REALTY GROUP, L.C. (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

c/o Grant, Tani et al 9100 Wilshire Boulevard Beverly Hills, California 90210

ARTICLE III

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall

be:

ADELE I. STONE, ESQUIRE c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. 1946 Tyler Street Hollywood, Florida 33020



ARTICLE IV

MANAGEMENT OF THE COMPANY

The Company is to be a member-managed company. The name and address of the sole member is:

Jheryl Busby c/o Grant, Tani et al 9100 Wilshire Boulevard Beverly Hills, California 90210

THE UNDERSIGNED, as an authorized representative of the sole member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated: December 22, 1999

Adele I. Stone

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.

Adele I. Stone

SECREDAY OF STATE
WASHINGTON CONCORATION
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