

L00000001584



ACCOUNT NO. : 072100000032

REFERENCE : 571428 7196358

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 155.00

ORDER DATE : February 1, 2000

ORDER TIME : 10:41 AM

ORDER NO. : 571428-005

CUSTOMER NO: 7196358

CUSTOMER:

ARNOLD HABER
ARNOLD HABER
5055 Collins Avenue
Apt# 3d
Miami, FL 33140

700003132807--6

DOMESTIC FILING

NAME: HMK ASSOCIATES, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

APPROVED AND FILED
00 FEB 11 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 11 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AG
2-1-00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

HMK ASSOCIATES, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 5055 Collins Avenue, Apartment 3D, Miami, Florida 33140.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5055 Collins Avenue, Apartment 3D, Miami, Florida 33140, and the name of the initial registered agent of the corporation at that address is Arnold Haber.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members

are: Arnold Haber	5055 Collins Avenue, Apartment 3D Miami, Florida 33140
Wallace Musoff	5459 North West 41 Terrace Boca Raton, Florida 33496
Mil Equities, LLC	C/O Murray Knight, 19 Wilbur Place Bronxville, New York 10708

The undersigned authorized representative of a member of
HMK ASSOCIATES, LLC hereby executes these articles of
organization on this 11th Day of February, 2000.

CORPORATION SERVICE COMPANY


BY: Laura R. Dunlap, as its agent
as authorized representative of
HMK ASSOCIATES, LLC

Dated: February 11, 2000

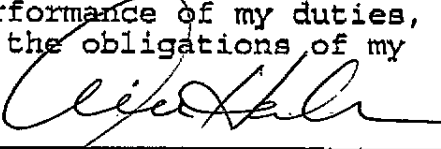
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AMH
FILED

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, Arnold Haber, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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.

By: 
Its Agent, Arnold Haber

Dated: February 7, 2000

RGO/ag1

APPROVED
AND
FILED
00 FEB 11 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of HMK ASSOCIATES, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
7th Day of February, 2000.

x Angela Valentis
WITNESS

Angela Valentis
TYPED OR PRINTED NAME

x Juana Mejia
WITNESS

Juana Mejia
TYPED OR PRINTED NAME

Arnold Haber
SIGNATURE

ARNOLD HABER
TYPED OR PRINTED NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FF011 01/20/00

APPROVED
AND
FILED