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(Requestor's Name)

(Address)

(Address)

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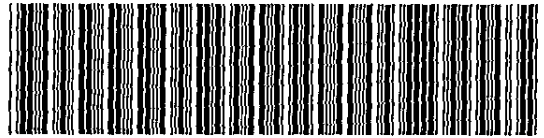
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CORPORATION SERVICE COMPANY™

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ACCOUNT NO. : 072100000032

REFERENCE : 148119 87972A

AUTHORIZATION : *Patricia Pignata*

COST LIMIT : \$ 155.00

ORDER DATE : June 26, 2003

ORDER TIME : 10:23 AM

ORDER NO. : 148119-005

CUSTOMER NO: 87972A

CUSTOMER: Samuel D. Navon, Esq  
Navon Kopelman & Lavin P.a.

Suite B, 100  
2699 Stirling Road  
Ft. Lauderdale, FL 33312

DOMESTIC FILING

NAME: JMP INVEST, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION OF  
JMP INVEST, LLC**

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The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I - Name:**

The name of the Limited Liability Company is: **JMP INVEST, LLC** (hereinafter the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is: 10 Laurel Drive, Easton, Connecticut 06612.

**ARTICLE III - Duration:**

The period of duration for the Company shall be until December 31, 2075.

**ARTICLE IV - Management:**

The Company is to be managed by JMP Associates, JV, a Florida general partnership and the address of the managing member is c/o Michael DeRosa, 1401 S. Federal Highway, Apt. 106, Boca Raton, Florida 33432.

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be in accordance with the "Regulations" hereafter adopted by the Members of the Company.

**ARTICLE VI - Members' Rights to Continue Business:**

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be in accordance with the Regulations.

**ARTICLE VII - Limitation on Agency Authority of Members:**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member

shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

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**ARTICLE VIII - Registered Agent and Office:**

The name and address of the Company's initial registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles, is Michael DeRosa, 1401 S. Federal Highway, Apt. 106, Boca Raton, FL 33432.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20 day of June, 2003.

**JMP ASSOCIATES, JV**, a Florida general partnership

By: Michael DeRosa  
Michael DeRosa, as managing venturer  
executing the Articles of Organization.

(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.)

**JMP ASSOCIATES, JV**, a Florida general partnership

By: Michael DeRosa  
Michael DeRosa, as managing venturer

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

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Having been named Registered Agent and designated to accept service of process for JMP Invest, LLC at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 20 day of JUNE, 2003.

  
\_\_\_\_\_  
Michael DeRosa