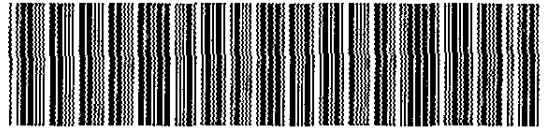


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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BR



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 798403 10463A

AUTHORIZATION : *Patricia Pigjits*

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 9, 2004

ORDER TIME : 3:43 PM

ORDER NO. : 798403-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Weinberger & Wölmer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: COHEN STRATEGIC, LLC

EFFECTIVE DATE: 7/9/2004

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
COHEN STRATEGIC, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this limited liability company is COHEN STRATEGIC, LLC.

ARTICLE II

This limited liability company shall become effective on JULY 9, 2004, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408. This limited liability company may, at its discretion, change the address of its principal place of business.


ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is ANDREW M. JACOBSON, 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408.

ARTICLE V

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 9th day of July, 2004.

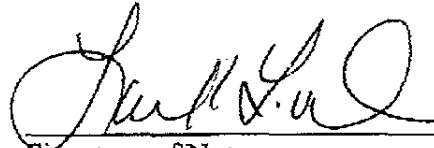


ANDREW M. JACOBSON, Authorized
Representative of a Member

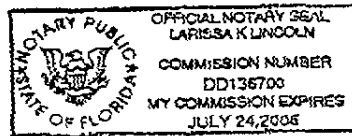
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of July, 2004, by ANDREW M. JACOBSON, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (X) take an oath.

Executed this 9th day of July, 2004.



Signature of Notary
Printed Name: LARISSA K. LINCOLN
My Commission Expires:
My Commission Number:



**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That COHEN STRATEGIC, LLC, a Florida Limited liability company, with its office at 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408, has named ANDREW M. JACOBSON, at the same address, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: *Andrew M. Jacobson*
ANDREW M. JACOBSON,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of July, 2004 by ANDREW M. JACOBSON, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (X) take an oath.

Executed this 9th day of July, 2004.

Larissa K. Lincoln
Signature of Notary
Printed Name: LARISSA K. LINCOLN
My Commission Expires:
My Commission Number:

