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Florida Department of State
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LIMITED LIABILITY COMPANY

2093 haverhill, llc

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**ARTICLES OF ORGANIZATION
OF
2093 HAVERHILL, LLC**

The undersigned initial members of 2093 HAVERHILL, LLC, a Florida limited liability company formed hereunder (the "Company") hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of the Company is: 2093 HAVERHILL, LLC.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2034 unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

349 West 45th Street
Suite BE
New York, New York 10036

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

349 West 45th Street
Suite BE
New York, New York 10036

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

James M. Painter, Esq.
James M. Painter, P.A.
1300 North Federal Highway, Suite 110
Boca Raton, Florida 33432-2848

JAMES M. PAINTER, ESQ.
JAMES M. PAINTER, P.A.
1300 NORTH FEDERAL HIGHWAY, SUITE 110
BOCA RATON, FLORIDA 33432-2848
PHONE: (561) 368-7775
FLORIDA BAR NO.: 313051

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members only upon the affirmative vote of a majority of the members of the Company in attendance at a duly called meeting of the members or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established by the members, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules and regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights, powers and obligations and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement adopted by the Company. If an assignee becomes a member of the Company, the assignor is not to be released from its liability or obligations to the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless a majority of the other members elect to continue the Company either upon the affirmative vote of such other members, which vote is taken at a duly called meeting of the members or by written consent of such other members of the Company.

ARTICLE IX. MANAGING MEMBER

The Company shall be managed by Chaim Rozenblatt, whose mailing address is 349 West 45th Street, Suite BE, New York, New York 10036.

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OFFICE OF THE CLERK

ARTICLE X. RETURN OF CAPITAL

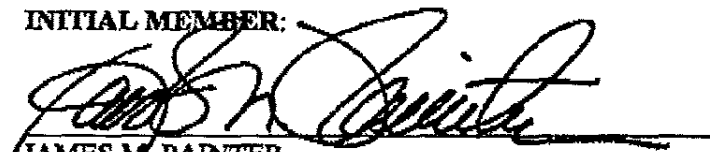
No member shall have the right to demand the return of his contribution to capital except as may be provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization this 22 day of July, 2004.

INITIAL MEMBER:


JAMES M. PAINTER

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JUL 29 2004
STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

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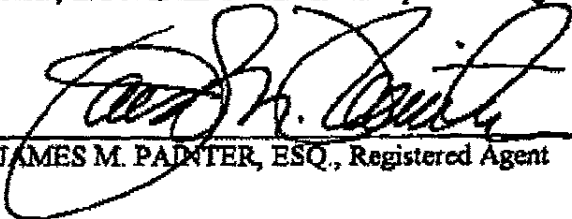
CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, 2093 HAVERHILL, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

- 1. The name of the limited liability company is 2093 HAVERHILL, LLC.
- 2. The name and street address of the registered agent in Florida are:

James M. Painter, Esq.
 James M. Painter, P.A.
 1300 North Federal Highway, Suite 110
 Boca Raton, Florida 33432-2848

The undersigned, being the person named in the Articles of Organization of 2093 HAVERHILL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



 JAMES M. PAINTER, ESQ., Registered Agent

Dated: July 22, 2004

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 TALLAHASSEE, FLORIDA

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