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LAW OFFICES OF
BRUCE JAY TOLAND
A PROFESSIONAL ASSOCIATION

601 BRICKELL AVENUE
SUITE 1801
MIAMI, FLORIDA 33131
TELEPHONE: (305) 381-7999
BROWARD: (954) 483-8908
TELEFAX: (305) 381-8203

BRUCE JAY TOLAND, ESQ.
JAMES M. FISHMAN, P.A.
OF COUNSEL

November 13, 1996

Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: PSMM, L.C.

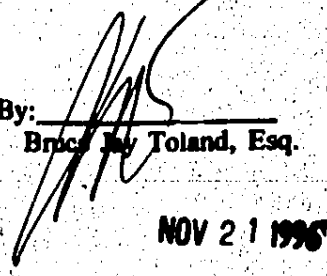
Dear Sir / r Madam:

Enclosed please find two original executed Articles Of Organization For Florida Limited Liability Company, PSMM, L.C., together with our firm's check in the sum of \$337.50 to be applied as follows:

- | | | |
|----|---------------------------------|----------|
| 1. | Filing Fee | \$250.00 |
| 2. | Designation of Registered Agent | 35.00 |
| 3. | Certified Copy | 52.50 |

Please return the certified copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,
BRUCE JAY TOLAND, P.A.

By: 
Bruce Jay Toland, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is: PSMM, L.C.

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Peter W. Feldman
777 Yamato Road
Suite 135
Boca Raton, Florida 33431

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

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

PETER W. FELDMAN

17032 Brookwood Drive
Boca Raton, FL 33496

and

SUSAN FELDMAN

17032 Brookwood Drive
Boca Raton, FL 33496

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

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TALLAHASSEE, FLORIDA

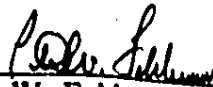
ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability 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 limited liability company shall be as set forth in the Regulations of the Company.

AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member or authorized representative of a member of PSMM, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$0.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$100.00. A description of the property is as follows: shares of stock of a corporation.
- 4) the total amount of cash or property anticipated to be continued by member(s) is \$100.00. This total includes amounts from 2 and 3 above.



Peter W. Feldman

(In accordance with Section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

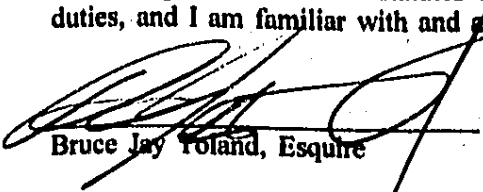
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the limited liability company is: **PSMM, L.C.**
2. The name and address of the registered agent and office is:

**Bruce Jay Toland, Esquire
801 Brickell Avenue
Suite 1501
Miami, Florida 33131**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


Bruce Jay Toland, Esquire

Date: 11/11/96

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