L96000001281

1201 Hays Street
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ACCOUNT NO. : 072100000032

REFERENCE : 174949 80680A

AUTHORIZATION :

COST LIMIT : $ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : December 4, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 174949-005

CUSTOMER NO: 80680A

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CUSTOMER: David R. Weissman, Esq
DAVID R. WEISSMAN, ESQ

Suite 508, Dadeland Towers
9200 S. Dadeland Boulevard
Miami, FL 33156

W96-25403

DOMESTIC FILING

NAME: LEVINE, COHN, FEUER, & ARTY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RESUBMIT
Please give original submission date as file date.

SUBJECT: LEVINE, COHN, FEUER, & ARTY, L.C.
Ref. Number: W96000025403

We have received your document for LEVINE, COHN, FEUER, & ARTY, L.C. and check(s) totaling $285.00. However, your check(s) and document are being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00054429

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ISION OF CORPORATION

ARTICLES OF ORGANIZATION

FOR

LEVINE, COHN, FEUER & ARTY, L.C.

ARTICLE I

NAME

The name of this limited liability company shall be LEVINE, COHN, FEUER & ARTY, L.C.

ARTICLE II

DURATION

This limited liability company shall exist for 30 years, unless dissolved in a manner provided by law or as provided in the regulations adopted by the members and shall be subject to the events of termination and to the members right to continue business as set forth in Article IX.

ARTICLE III

PURPOSE & POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida Law and the laws of the United States of America.

ARTICLE IV

PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 1150 NW 72 Avenue, Suite 475, Miami, FL 33126.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this limited liability company is 1150 NW 72 Avenue, Suite 475, Miami, FL and the name of its initial registered agent at such address is DANIEL ARTY.

ARTICLE VI

ADDITIONAL MEMBERS AND RESTRICTIONS ON MEMBERSHIP

This limited liability company may admit additional members subject to approval by vote of a majority of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred, except as set forth in the regulations of the limited liability company.

ARTICLE VII

MANAGEMENT

This limited liability company shall be managed by one or more members. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

DANIEL ARTY
1150 NW 72 Avenue
Suite 475
Miami, FL 33126

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation, whichever shall first occur.

ARTICLE VIII

REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by vote of a majority of the members.

ARTICLE IX

MEMBERS' RIGHT TO CONTINUE BUSINESS

This limited liability company shall cease to exist upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, unless the remaining members shall unanimously agree to continue the business of the limited liability company. In addition, upon the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members; provided that at least two (2) members remain.

ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned member of this limited liability company has executed these Articles of Organization with the understanding that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true, this 2 day of December, 1996.

DANIEL ARTY, Member of Limited Liability Company

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in the above Articles of Organization, 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 obligations of my position as registered agent.

DATED: 12/3/96

DANIEL ARTY, Registered Agent

c:\wp\corp\levinart.org

AFFIDAVIT OF MEMBERSHIP OF LIMITED LIABILITY COMPANY

STATE OF FLORIDA

COUNTY OF DADE

The undersigned member of LEVINE, COHN, FEUER & ARTY, 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 members is $1000.00.

3. The agreed value of property other than cash contributed by members is $20,000.00 and consists of furniture, furnishings, fixtures and research books.

4. The total amount of cash or property anticipated to be contributed by members is $21,000 and includes amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

DANIEL ARTY

The foregoing instrument was acknowledged before me this 3rd day of December, 1996 by DANIEL ARTY who is personally known to me and who has taken an oath.

NOTARY PUBLIC:

Print Name: Mercedes S. Sanchez

MERCEDES S. SANCHEZ
Notary Public, State of Florida
My Comm. expires Sept. 6, 1998
NO. CC405186

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 AM 9:06

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:

LEVINE, COHN, FEUER & ARTY, L.C.

2. The name and address of the registered agent and office is:

DANIEL ARTY
(Name)

1150 NW 72 Avenue, Suite 475
(P.O. Box not acceptable)

Miami, FL 33126
(City/State/Zip)

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.

DANIEL ARTY (Signature) 12/3/96 (Date)

FILING FEE: $35 for Designation of Registered Agent