

L97000000560

Law Offices of
THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

May 1, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600002164646--2
-05/02/97--01143--001
****250.00 ****250.00

Re: RJH WAREHOUSING AND DISTRIBUTING L.C.

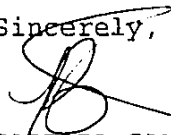
To Whom It may Concern:

800002188378--2
-05/22/97--01083--018
*****35.00 *****35.00

In reference to the above captioned, enclosed is an original and one copy of the Articles of Organization for filing. Also enclosed is a check in the sum of \$250.00 to cover your fee for same. Please forward a copy of the filed Articles of this Limited Company to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



BARBARA SANJURJO
LEGAL ASSISTANT

TGS:BS
ENCLS.

FILED
97 MAY 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
RJH WAREHOUSING AND DISTRIBUTING L.C.

FILED
97 MAY 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Limited Liability Company (FS Section 608.401)

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be RJH Warehousing and Distributing L.C. The mailing address of the company shall be 2601 N.W. 104th Court, Miami, Florida 33172-2172.

2. Duration/Continuation. The period of this company's duration shall be perpetual, at which time the company shall be dissolved, unless earlier terminated by 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, except, in such event, the business of the company may be continued by the consent of the required members, as set forth in the Regulations of this Company, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Purposes. The purposes for which this company is being

formed are the following:

(a) to engage in any activities or business permitted for this company under the laws in the State of Florida.

4. Registered Agent and Office. The name and address of the initial registered agent and office for this company is as follows:

Thomas G. Sherman, Esq.
218 Almeria Avenue
Coral Gables, Florida 33134

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of one hundred (100%) per cent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

6. Management of Company.

The business of the Company shall be managed by Manager(s) who shall be elected annually by the members of the company in the manner prescribed by and provided in the regulations of the company. Such Managers shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Regulations entered into between the Members and such Manager(s).

The name(s) and address(es) of the Managers are as follows:

Name	Address
Robert B. Mann	156 William Street New York, New York 10038
Howard B. Mann	156 William Street New York, New York 10038
Joseph Sarcona, Jr.	123 4th Street Westbury, New York 11753

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are elected and qualify.

7. Amendment of Regulations. The powers to adopt, alter, amend or repeal the Regulations of this company shall be vested in the Members of the company.

8. Authorized Representative.

The name and address of the Authorized Representative of all the Members executing these Articles of Organization are as follows:

Name	Address
Thomas G. Sherman, Esq.	218 Almeria Avenue Coral Gables, Fl 33134

9. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the state of Florida containing such

terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

10. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the Members may prescribe in any Regulation made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

11. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

12. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by a Manager, and any instrument or document, providing for the acquisition, mortgage or disposition of property of this limited liability company shall be valid and

binding upon the company if executed by one or more of the managers of the company.

13. Transferability of member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this company do not approve of such proposed transfer of assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and in return of contributions to which that Member's otherwise would be entitled.

14. Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

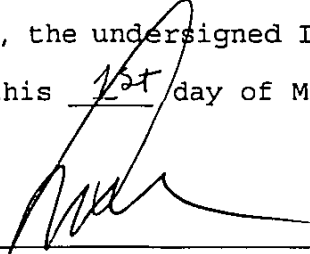
(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

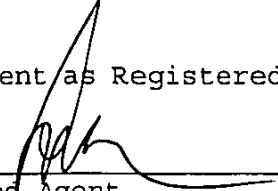
2. A Member shall be entitled to the return of his or its contribution on the manner provided for in the Regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 15th day of May, 1997.



Signator

I hereby accept appointment as Registered Agent of RJH Warehousing and Distributing, L.C.



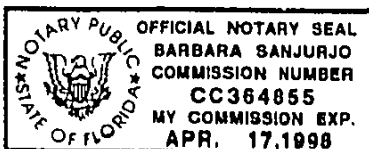
Registered Agent

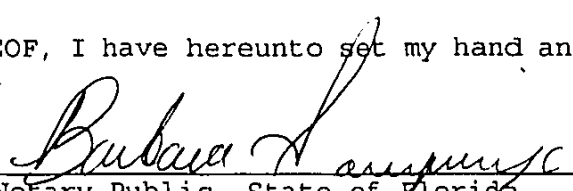
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Thomas G. Sherman, who is personally known to me, and to me known to be the person who executed the foregoing Articles of Organization and he acknowledged to me and before me that he executed such instrument.

15th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of May 1997.





Notary Public, State of Florida

FILED
97 MAY 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT
PURSUANT TO F.S. SEC. 608.407
FOR FORMATION OF A LIMITED LIABILITY COMPANY

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared **THOMAS G. SHERMAN**, who upon being by me first duly sworn, deposes and says:

1. Affiant is an attorney licensed to practice law in the State of Florida and is authorized by the members of RJH Warehousing and Distributing, L.C. to execute and file the Articles of Organization of such limited company.

2. Affiant has personal knowledge that the limited liability, RJH Warehousing and Distributing, L.C. has at least two (2) members.

3. In addition, the affiant is informed that the amount of cash contributed by the members initially to the Company is \$500.00 each, and that no additional property other than cash is being contributed at this time, nor is there anticipated at this time that additional contributions will be made.

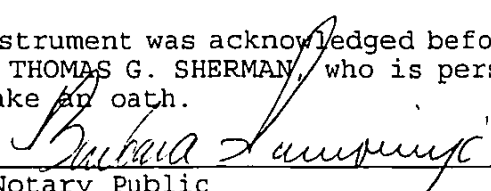
Further affiant sayeth naught.



THOMAS G. SHERMAN

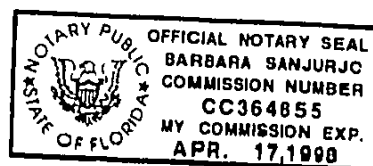
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of April, 1997 by **THOMAS G. SHERMAN**, who is personally known to me and who did not take an oath.



Notary Public

affidavit.lm



FILED
97 MAY 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA