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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
CONTACT: KENDALL SPARKMAN
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NAME: BOCE GROUP, L.C.

AUDIT NUMBER.....H98000016374

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

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FAX AUDIT NO. H98- 16374

ARTICLES OF ORGANIZATION
OF
BOCE GROUP, L.C.,
a Florida limited liability company

1. The name of the limited liability company is BOCE GROUP, L.C.
2. The period of duration of the limited liability company shall commence effective as of 12:01 A.M. on August 28, 1998 and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

c/o Sedat Onur
11723 Goshen Avenue, #302
Los Angeles, California 90049.

4. The name and street address of the initial registered agent of the limited liability company are:

C T Corporation System
1200 South Pines Island Road
Plantation, Florida 33324.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the Regulations of the limited liability company, as amended from time to time.
6. Upon 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, the remaining members may elect to continue the business of the limited liability company only as, and to the extent, provided for in the Regulations of the limited liability company, as amended from time to time.

This instrument prepared by:
John M. Kuhn, Esquire
Florida Bar No. 966983
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

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7. The management of the limited liability company is reserved to its managing member. Such managing member shall be designated from time to time by the members as set forth in the Regulations of the limited liability company, as amended from time to time. The name and address of the initial managing member are as follows:

Sedat Onur
11723 Goshen Avenue, #302
Los Angeles, California 90049.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the belownamed Managing Member of the limited liability company as of the 12th day of August, 1998.

Sedat Onur



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**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: BOCE GROUP, L.C.

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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.

C T CORPORATION SYSTEM



(Signature)

**VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY**

August 31, 1998

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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AFFIDAVIT

The undersigned, Sedat Onur ("Affiant"), as the Managing Member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows on behalf of said limited liability company:

1. The limited liability company has at least two members.
2. As of the date hereof, the members of the limited liability company have actually contributed to the limited liability company an aggregate of \$ 150,000 in cash of an aggregate amount of up to \$ 500,000 in capital contributions of cash anticipated to be contributed to the limited liability company by its members. It is not anticipated that capital contributions of property will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Dated: effective as of August 28, 1998.

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

Sedat Onur

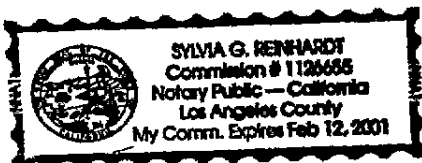
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The foregoing instrument was acknowledged, sworn to and subscribed before me this 28 day of August, 1998, by Sedat Onur, as the managing member of ** GROUP, L.C., a Florida limited liability company, on behalf of said limited liability company; such individual is personally known to me and has produced a driver's license as identification. **BOCE

My Commission Expires: 2/12/01

[NOTARIAL SEAL]



Sylvia G. Reinhardt
NOTARY PUBLIC, STATE OF CALIFORNIA
Print Name: SYLVIA G. REINHARDT
Serial No., if any: _____

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