

L99000001362



ACCOUNT NO. : 072100000032

REFERENCE : 158675 7113343

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 285.00

ORDER DATE : March 5, 1999

ORDER TIME : 1:0 PM

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ORDER NO. : 158675-005

CUSTOMER NO: 7113343

CUSTOMER: Timothy Wedeen, Esq
LAURENCE T. LEWITAS, ESQ
LAURENCE T. LEWITAS, ESQ
11th Floor
89 Fifth Avenue
New York, NY 10003

DOMESTIC FILING

NAME: DEZERMAX, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS: _____

L99-1362

Name	<i>De 3-18</i>
Availability	
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Acknowledgment	<i>De</i>
W. P. Verifier	<i>De</i>

DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

DEZERMAX, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 89 Fifth Avenue, 11th Floor, New York, New York, 10003.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Member *Gilhigh Dezer*
Gilhigh Dezer Properties Company
89 5th Avenue, 11th Floor *edh*
New York, New York 10003

The undersigned authorized representative of a member of
DEZERMAX, LLC hereby executes these articles of
organization on this 10th Day of March, 1997.

CORPORATION SERVICE COMPANY



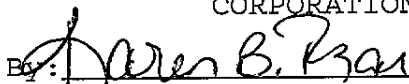
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

Dated: March 5, 1999

SKD/msn

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DEZERMAX, LLC 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 \$ 1.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is none:
- 4) the amount of cash or property anticipated to be contributed by member(s) is none:
- 5) the total amount of 2, 3, and 4 is: \$1.00.




Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of Dezermax, LLC

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of DEZERMAX, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.


This Limited Power of Attorney is executed on this
5th day of MARCH, 1999.


WITNESS

SUSAN DAVILA
TYPED OR PRINTED NAME

Madeleine Conde
WITNESS

MADELINE CONDE
TYPED OR PRINTED NAME


SIGNATURE

TIMOTHY W. DEZA
TYPED OR PRINTED NAME