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ENGELBERG, CANTOR, LEONE & MILGRIM, P. L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

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125 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P. A.
JERALD C. CANTOR, P. A.
FREDERICK LEONE, JR., P. A.

May 12, 1999

Division of Corporations
State of Florida
Attn: Ms. Michelle Hodges
409 East Gaines Street
Tallahassee, FL 32399

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05/04/99-01077--009

****346.25 ****346.25

Re: Articles of Organization
DiMaggio, LLC

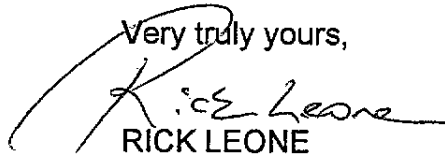
Dear Ms. Gaines:

As per our discussion, we are returning the Articles of Organization for DiMaggio, LLC, with the appropriate changes made to the Affidavit attached thereto.

You will recall that the Articles of Organization were originally filed for a limited liability company which would be named "Yankee Clipper Enterprises of Hollywood, LLC". Please note the change of name.

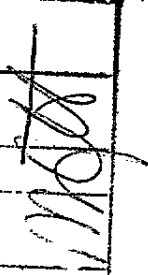
Thank you, in advance, for your attention to this matter.

Very truly yours,



RICK LEONE
For the Firm

Enclosures

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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**ARTICLES
OF ORGANIZATION OF
DIMAGGIO, LLC**

WE, THE UNDERSIGNED, who intend to form and create a Limited Liability Company, as defined in Section 608.402 (3) of the Florida Statutes, do hereby state and certify the following: =

1. **Name of Limited Liability Company.** The name of the Limited Liability Company (the "Company") shall be DIMAGGIO, LLC.

2. **Location of Company Office.** The street address of the principal office and mailing address of the limited liability company shall be 3230 Stirling Road, Hollywood, Florida 33021. Its registered agent is Morris Engelberg, Esquire, whose address is 3230 Stirling Road, Hollywood, FL 33021.

3. **Purpose of Company.** The purpose for which the Company is formed is to engage in any activities, which are, or, in the future, may be, permitted by Section 608.404 of the Florida Statutes.

4. **Duration of Company.** The Company shall exist in perpetuity, or until sooner dissolved by its members. =

5. **Ownership Units; Capital Contributions.**

(a) The maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

(b) The total amount of cash to be contributed by each of the members shall be equal to One Dollar (\$1.00) multiplied by the number of ownership units to which that member has subscribed. No property, other than cash, shall be contributed. No agreements have been made for the contribution by any member of any additional cash or property.

6. **Admission of New Members.** Subject to unanimous consent, the members of the Company shall have the right to admit new members; provided, however, that no individual or entity shall be admitted as a member unless, and until, that individual or entity has agreed to be bound by the terms of the Operating Agreement of the Company.

7. **Continuation on Death, Retirement, etc., of a Member.** The remaining members of the Company shall have the right 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. The Operating Agreement

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of the Company shall provide the provisions pursuant to which the interest of a discontinued member shall be redeemed.

8. **Management of the Company.** The Company shall be managed, until the first annual meeting of the members, or until their successors are elected and qualify, by a manager, which shall be **MORRIS ENGELBERG**, the street address of which is **3230 Stirling Road, Hollywood, Florida 33021**. Upon the death of **MORRIS ENGELBERG**, the manager shall be **LAURIE E. MILGRIM**, the street address of which is **3230 Stirling Road, Hollywood, Florida 33021**, provided that she is then living. The survivor of **MORRIS ENGELBERG** and **LAURIE E. MILGRIM** shall have the right to name his or her successor.

12 IN WITNESS WHEREOF, we have hereunto subscribed our names this day of May, 1999.

JOSEPH PAUL DIMAGGIO, JR. TRUST

BY: 

MORRIS ENGELBERG, TRUSTEE

BY: 

LAURIE E. MILGRIM, TRUSTEE

PAULA SUE DIMAGGIO TRUST

BY: 

MORRIS ENGELBERG, TRUSTEE

BY: 

LAURIE E. MILGRIM, TRUSTEE

KATHERINE SUE DIMAGGIO TRUST

BY: 

MORRIS ENGELBERG, TRUSTEE

BY: 

LAURIE E. MILGRIM, TRUSTEE

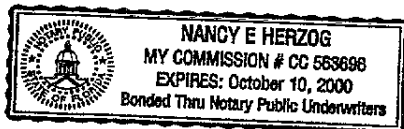
ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared MORRIS ENGELBERG, who is personally known to me to be the person described as the Trustee of the Joseph Paul DiMaggio, Jr., Trust, Paula Sue DiMaggio Trust and the Katherine Marie DiMaggio Trust in, and who executed the foregoing instrument, and who did take an oath, and he acknowledged before me that he had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of May, 1999.



Nancy E Herzog
Notary Public, State of Florida

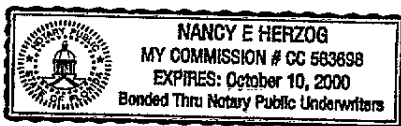
My Commission Expires:
Print Name: Nancy E Herzog
Print Title: Notary
Serial No.: CC 563698

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared LAURIE E. MILGRIM, who is personally known to me to be the person described as the Trustee of the Joseph Paul DiMaggio, Jr., Trust, Paula Sue DiMaggio Trust and the Katherine Marie DiMaggio Trust in, and who executed the foregoing instrument, and who did take an oath, and she acknowledged before me that she had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of May, 1999.



Nancy E Herzog
Notary Public, State of Florida

My Commission Expires:
Print Name: Nancy E Herzog
Print Title: Notary
Serial No.: CC 563698

CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

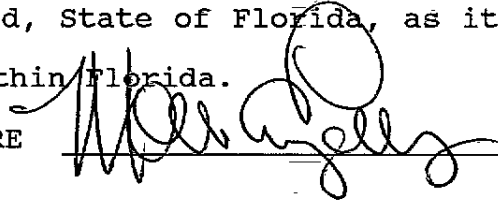
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That DIMAGGIO, LLC desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hollywood, State of Florida, has named Morris Engelberg, Esquire, Engelberg, Cantor, Leone & Milgrim, P.L., 3230 Stirling Road of the City of Hollywood, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

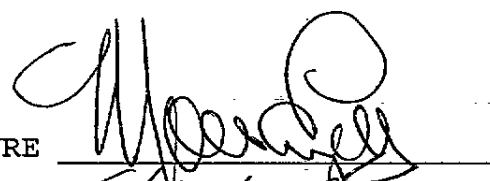


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Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE

DATE



5/12/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned individual, MORRIS ENGELBERG, ESQUIRE personally appeared who, after being duly sworn, deposes and states as follows:

1. Affiant is over the age of 18 years, and sui juris.
2. DiMaggio, LLC, the limited liability company, shall have no fewer than two (2) members.
3. The actual amount of cash contributions made by the members to DiMaggio, LLC, the limited liability company, as of the date hereof is Five Hundred Dollars (\$500).
4. The total amount of cash or property anticipated to be contributed by the members is Five Hundred Thousand Dollars (\$500,000).

FURTHER AFFIANT SAYETH NOT.

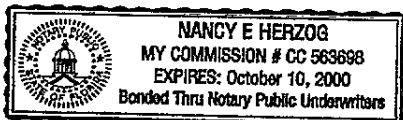
Dated this 12 day of May, 1999.

Morris Engelberg

MORRIS ENGELBERG

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, MORRIS ENGELBERG, ESQUIRE, who is personally known to me, or has produced a driver's license, to be the person described in and who executed the foregoing instrument and who did take an oath and who acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of May, 1999.



Nancy E Herzog

Notary Public, State of Florida
My commission expires: _____

PRINT NAME: Nancy E Herzog
PRINT TITLE OR RANK: Notary
SERIAL NUMBER: CC 563698