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Of Counsel:  
Esther A. Zaretsky\*  
Richard P. Zaretsky  
*\*Also Admitted in N.Y.*

August 20, 1999

Florida Department of State  
Jim Smith, Secretary of State  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/25/99-01039-009  
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-08/25/99-01039-010  
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Re: Articles of Organization for PPM Group, L.L.C.

W99-19938

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Organization for PPM Group, L.L.C. accompanied by the requisite fees for such filing. Please return a certified copy of this document. I have enclosed a self addressed stamped envelope for your convenience. Thank you for your assistance.

Very Truly Yours

Michael A. Lampert

MAL:mdy

Enclosure

cc: Arnold L. Lampert  
Anthony E. Lampert

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 27, 1999

MICHAEL A. LAMPERT, P.A.  
THE FORUM-STE 900  
1655 PALM BEACH LAKES BLVD  
WEST PALM BEACH, FL 33401

SUBJECT: PPM GROUP, LLC  
Ref. Number: W99000019938

We have received your document for PPM GROUP, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have a street address for the Manager or Mananging Member.,

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

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 399A00042978

SECRETARY OF STATE  
KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF  
PPM Group, L.L.C.**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company (hereinafter referred to as the "Company") is "PPM Group, L.L.C".

**ARTICLE II — Address:**

The mailing address of the principal office of the Company is P.O. Box 14457, North Palm Beach, Florida, 33401 and the street address is 636 U.S. Highway 1, Suite 205, North Palm Beach, Florida, 33408.

**ARTICLE III — Duration:**

The period of duration for the Company shall be perpetual.

**ARTICLE IV — Management:**

The Company is to be managed by the manager and the name, mailing and street addresses of the manager are:

Mailing Address

Professional Planners Marketing Group, Inc.  
P.O. Box 14457  
North Palm Beach, FL 33408

Street Address

Professional Planners Marketing Group, Inc.  
636 U.S. Highway 1, Suite 205  
North Palm Beach, FL 33408

**ARTICLE V — Admission of Additional Members:**

The manager shall have the sole authority whether to admit additional members and the terms and conditions of the admissions.

**ARTICLE VI — Members' Rights to Continue Business:**

The manager shall have the sole authority to determine the continued existence of the Company in the event of 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

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member in the Company.

**ARTICLE VII — Limitation on Agency Authority of Members**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE VIII — Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of the Company certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) and \$ -0-
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000.00

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 15th day of April, 1999.

PROFESSIONAL PLANNERS MARKETING GROUP, INC.

By: Anthony E. Lampert as President

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TALMACHASSEE, FLORIDA

Pursuant to Section 608.408(3), Florida Statutes, I affirm, under penalty of perjury, that the facts stated herein are true and correct to the best of my knowledge.

Anthony E. Lampert as President

**Filing Fee: \$250.00 for Articles and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT /REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: PPM Group, L.L.C.
2. The name and the Florida street address of the registered agent are:

Michael A. Lampert, Esquire  
1655 Palm Beach Lakes Blvd., Suite 900  
West Palm Beach, FL 33401

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Having been named as a 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.

  
\_\_\_\_\_  
Michael A. Lampert, Esquire as  
Registered Agent

**Filing Fee: \$35 for Designation of Registered Agent**