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FACSIMILE: See specific attorney
VIA UPS

April 26, 2002

JOEL N. MINSKER, P.A.
Direct Fax: (305) 908-3445
Email: jminsker@miamilaw.net

Department of State-Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

*Board Certified in Taxation

Re: Articles of Organization
Srebnick Management One, LLC
Srebnick Management Two, LLC &
Srebnick Management Three, LLC
Our File No. 95243.01

FILED
02 APR 30 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

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-05/01/02--01010--001
***375.00 ***125.00

Enclosed are the following:

1. Original and one copy each of Articles of Organization of:

Srebnick Management One, LLC
Srebnick Management Two, LLC &
Srebnick Management Three, LLC

EFFECTIVE DATE

4-26-02

Each Company commenced its existence on April 26, 2002.

Please stamp/date the copy of each and return to me in the enclosed return envelope.

2. A check is enclosed for \$375.00 (\$125.00 each) made payable to Florida Secretary of State as follows:

Filing Fee	\$100.00 x 3 = \$300.00
Registered Agent	\$ 25.00 x 3 = \$ 75.00

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

KENNETH M. BLOOM

KMB/do
Enclosures

cc: Maria Srebnick
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SREBNICK MANAGEMENT THREE, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **SREBNICK MANAGEMENT THREE, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office of the Company is:

1110 Brickell Avenue
7th Floor
Miami, Florida 33131

The mailing address of the Company is:

1110 Brickell Avenue
7th Floor
Miami, Florida 33131

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence on April 26, 2002, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 1110 Brickell Avenue, Miami, FL 33131 as the street address of

the initial registered office of the Company and names Kenneth M. Bloom as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no less than one (1) Manager, 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 Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

ELIZA SREBNICK WEBER
3005 Jackson Street
San Francisco, CA 94115

Such Manager shall serve in such capacity until the first annual meeting of the Members or until his or her successor(s) is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26 day of April, 2002.


KENNETH M. BLOOM
Duly Authorized Representative of a Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


KENNETH M. BLOOM

Dated: April 26, 2002

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