

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

KARP MANAGEMENT & CONSULTING, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

C/O ROBERT J. BLACKWELL, 333 EISENHOWER PARKWAY, LIVINGSTON, NEW JERSEY
07039-1722

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY

Name

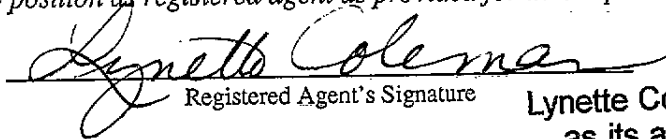
1201 HAYS STREET

Florida street address (P.O. Box **NOT** acceptable)

TALLAHASSEE FL 32301

City, State, and Zip

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

Lynette Coleman
as its agent

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

LYNETTE COLEMAN

Typed or printed name of signee

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)

00 JAN 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
ARTICLE
FILED


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 KARP MANAGEMENT & CONSULTING, 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
14th day of January, 2000.


WITNESS

TIMOTHY S. SHORE
TYPED OR PRINTED NAME


WITNESS

SYLVIA H. COSTLOW
TYPED OR PRINTED NAME


SIGNATURE

ROBERT J. BLACKBURN
TYPED OR PRINTED NAME

APPROVED
AND
FILED
00 JAN 19 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA