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January 14, 2000

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Corporate Specialist
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

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Re: **STEPHEN N. LIPTON LLC**
Ref: **unknown**

Dear Diane:

I refer you to my letter of even date herewith relating to KIMBERLY L. BARBARA LLC.

The case of STEPHEN N. LIPTON LLC is exactly the same as KIMBERLY L. BARBARA LLC. I do not have a copy of the electronically transmitted document nor the letter of rejection from the Secretary of State, even though they were both submitted electronically at the same time.

Therefore, with your permission, I am submitting herewith two (2) sets of the revised Articles of Organization of STEPHEN N. LIPTON LLC (the "New Articles") for filing with the Florida Department of State. Also enclosed is a check for \$155.00 to cover the cost of filing this document and obtaining a certified copy.

Please have this filed as soon as possible, effective as of the original filing date, and return the certified copy to my attention.

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

G. TAX	
FILING	125.00
R. AGENT FEE	
C. C. F.	30.00
T. F.	
N. C. F.	
W. P. F.	
W. P. F. DUE	
REFUND	

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TALLAHASSEE

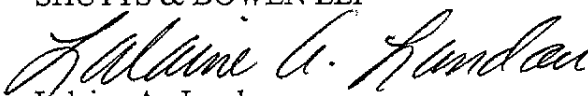
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Once again, thank you for your help in straightening this out for us. If you have any questions regarding this filing, please do not hesitate to call.

Very truly yours,

SHUTTS & BOWEN LLP


Lalaine A. Landau
Legal Assistant

Enclosures

cc: Stephen N. Lipton

MIADOCS 311795.1 LAL

STEPHEN N. LIPTON LLC

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of the Limited Liability Company is STEPHEN N. LIPTON LLC.

ARTICLE II

Address

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

200 East Broward Boulevard, Suite 2000
Fort Lauderdale, Florida 33301

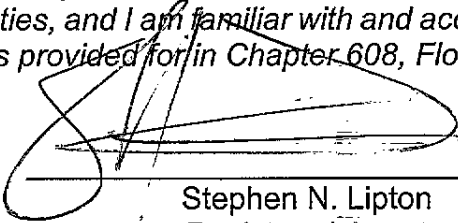
ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

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

STEPHEN N. LIPTON
200 East Broward Boulevard, Suite 2000
Fort Lauderdale, Florida 33301

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, Florida Statutes.



Stephen N. Lipton
Registered Agent

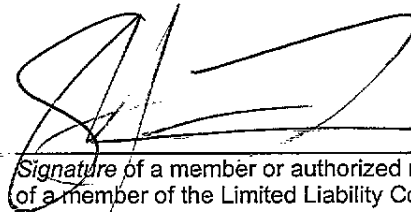
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

Date: December 14, 1999



Signature of a member or authorized representative
of a member of the Limited Liability Company

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEPHEN N. LIPTON

*Typed or Printed Name of a member or authorized
representative of a member of the Limited Liability
Company*