

FEB-02-2000 1:38 PM KRAMER, GREEN, ZUCKERMAN & KAHN, P.A. P.01
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From: Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
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LIMITED LIABILITY COMPANY

binky holdings, L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR
BINKY HOLDINGS, L.L.C.

ARTICLE I
NAME

The name of the Limited Liability Company is:

BINKY HOLDINGS, L.L.C.

ARTICLE II
ADDRESS

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

2201 Corporate Boulevard NW
Suite 103
Boca Raton, FL 33431

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ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

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

Stephen M. Beyer
2201 Corporate Boulevard NW
Suite 103
Boca Raton, FL 33431

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South
Hollywood, FL 33021, phone: (954)966-2112

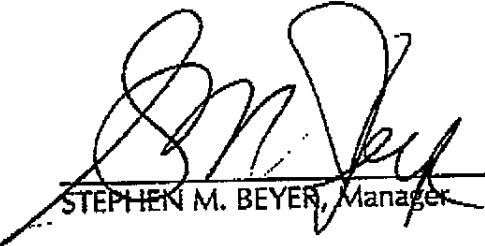
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ARTICLE IV **MANAGEMENT**

4.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

4.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be revised from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). The manager shall serve until the first annual meeting of the members of the Limited Liability Company or until his successor is elected and qualifies. The name and address of the initial manager of the Limited Liability Company is:

Stephen M. Beyer
2201 Corporate Boulevard NW
Suite 103
Boca Raton, FL 33431


STEPHEN M. BEYER, Manager

(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)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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 BINKY HOLDINGS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Stephen M. Beyer
2201 Corporate Boulevard NW
Suite 103
Boca Raton, FL 33431

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 M. BEYER, Registered Agent

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