

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Zack Kosnitsky Capital, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB
2-28-00

**Articles of Organization
of
ZACK KOSNITZKY CAPITAL, L.C.**

The undersigned members hereby form a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

ZACK KOSNITZKY CAPITAL, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

NOTED
AND
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00 FEB 28 AM 11:09
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TALLAHASSEE, FLORIDA

ARTICLE V. MANAGEMENT

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

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 23rd day of February, 2000.

MEMBER:

ZACK KOSNITZKY, P.A.

By: _____

Michael Kosnitzky, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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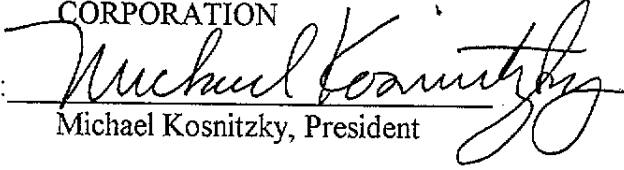
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of ZACK KOSNITZKY CAPITAL, L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT
CORPORATION

By:


Michael Kosnitzky, President

Dated: February 23, 2000

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00 FEB 29 AM 11:05

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TALLAHASSEE, FLORIDA