ACCOUNT NO.: 07210000032

REFERENCE: 672641

11654A

AUTHORIZATION:

COST LIMIT :

ORDER DATE: April 24, 2000

ORDER TIME: 10:28 AM

ORDER NO. : 672641-005

CUSTOMER NO: 11654A

CUSTOMER: Rachelle Bricout, Legal Asst

HOLTZMAN KRINZMAN EQUELS & HOLTZMAN KRINZMAN EQUELS & 2601 South Bayshore Drive

Suite 600

Miami, FL 33133

#### DOMESTIC FILING

NAME:

S & P MANAGEMENT, L.L.C.

#### EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION \_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

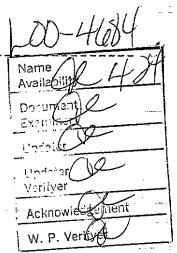
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:



100003220701

# ARTICLES OF ORGANIZATION FOR S & P MANAGEMENT, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY

#### **ARTICLE I - Name:**

The name of the Limited Liability Company is:

S & P MANAGEMENT, L.L.C.

DO APR 24 PM 1: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#### ARTICLE II - Address:

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

801 Skokie Boulevard Unit 106 Northbrook, Illinois 60062

### **ARTICLE III - Management:**

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

DATED this 19th day of April, 2000.

ROBERT Q. LEE, ESQUIRE

Authorized Representative of a Member

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

S & P MANAGEMENT, L.L.C.

2. The name and address of the registered agent and office is:

HKE&F Registered Agent Corp. 2601 South Bayshore Drive Suite 600 Miami, Florida 33133 00 APR 24 PM 1: 05
SECRETARY OF STATE

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 appointments 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.

REGISTERED AGENT:

Arthur J. Furia, Vice President

HKE&F Registered Agent Corp.

MileX Date