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ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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May 11, 2000

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VIA FEDERAL EXPRESS #818523873120

State of Florida
Attn: Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/12/00--0114--004
****125.00 ****125.00

Re: **ASHLEY ASSOCIATES, LLC**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the following:

1. Articles of Organization of ASHLEY ASSOCIATES, LLC;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Affidavit of Membership and Contributions.

Also enclosed is a check from our firm payable to the Florida Department of State in the amount of \$125.00, for the filing fee of \$100.00 and the Registered Agent fee of \$25.00.

Please file the original documents immediately and date-stamp and return the copies to the undersigned in the self-addressed stamped envelope provided. Please provide the undersigned with acknowledgment of filing via facsimile as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

BELSON & LEWIS

Steven A. Belson

SAB/sb

Encs.

cc: Mr. Jeffrey H. Galpern

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FILED
00 MAY 12 2000
TALLAHASSEE, FL
SECRETARY OF STATE

with
5/17

ARTICLES OF ORGANIZATION

FOR

ASHLEY ASSOCIATES, LLC

ARTICLE I

NAME

The name of the limited liability company is ASHLEY ASSOCIATES, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 3350 NW 2nd Avenue, Boca Raton, Florida 33431.

ARTICLE III

PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

FILED
MAY 12 AM 2:06
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE IV

DURATION

The period of duration for the Company is thirty (30) years or until dissolved pursuant to the Company's regulations; beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is JEFFREY H. GALPERN. The street address of the Company's registered agent in Florida is 3350 NW 2nd Avenue, Boca Raton, Florida 33431.

ARTICLE VI

MANAGEMENT

The Company is to be managed by its member and is, therefor, a manager - managed Company. This Company shall initially have one manger. The name and address of the initial managing member are identified as follows: JEFFREY H. GALPERN, 3350 NW 2nd Avenue, Boca Raton, Florida 33431.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The then existing members of the Company shall have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

CONTINUATION OF BUSINESS

The remaining members of the Company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless there is unanimous written consent by the remaining members to do so.

ARTICLE IX

ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal any provision contained in these Articles of Organization or the regulations of the Company is vested entirely in the manager listed above in Article VI herein, and only by unanimous written consent, in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10 day of May, 2000, at Boca Raton, Florida.


JEFFREY H. GALPERN

FILED
00 MAY 12 AM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of May, 2000, by Jeffrey H. Galpern who is personally known to me or who has produced Drivers License identification.

Cheryl Santomartino
Notary Public
Print Name: Cheryl Santomartino
Comm. No.: CC 922526
Comm. Exp.: March 26, 2004



Cheryl Santomartino
Commission # CC 922526
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
00 MAY 12 AM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the limited liability company is ASHLEY ASSOCIATES, LLC.

The name and address of the registered agent and office is:JEFFREY H. GALPERN,
3350 NW 2nd Avenue, Boca Raton, FL 33431.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: May 10, 2000

FILED
00 MAY 12 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JEFFREY H. GALPERN,
Registered Agent