

**L000000006238**

**Errol M. Rosen**  
**Attorney at Law**

**11900 Biscayne Boulevard, Suite 802**  
**Miami, Florida 33181**  
**(305) 892-8200**

May 23, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-05/25/00--01050--011  
\*\*\*\*155.00 \*\*\*\*155.00

RE: New Orleans Venture, L.L.C.


Enclosed is a check for \$155.00 for the following fees for the captioned limited liability company.

Filing Fee	\$100.00
Registered Agent Designation	25.00
Certified Copy	<u>30.00</u>

TOTAL \$155.00

Thank you for your assistance.

Sincerely,

  
Errol M. Rosen

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00 MAY 25 PM 4:20  
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TALLAHASSEE, FLORIDA

**L00-6238**

Name	<b>0531</b>
Availability	<b>05</b>
Date	<b>05</b>
Expiry	<b>05</b>
Update	<b>05</b>
Version	<b>05</b>
Assignment	<b>05</b>
Verifying	<b>05</b>

ARTICLES OF ORGANIZATION  
OF  
NEW ORLEANS VENTURE, L.L.C.

The undersigned, for the purposes of forming a Limited Liability Company in accordance with the Florida Limited Liability Company Law, hereby adopts the following Articles of Organization:

ARTICLE I  
Name

The name of this Limited Liability Company (the "Company") is New Orleans Venture, L.L.C.

ARTICLE II  
Purpose

This Company's purpose is to engage in any lawful activity for which limited liability companies may be formed under the Florida Limited Liability Company Law.

ARTICLE III

The mailing address and the street address of the principal office of this limited liability company is:

11900 Biscayne Boulevard  
Suite 802  
Miami, Florida 33181

ARTICLE IV

The name and street address of its initial registered agent for service of process in this state is:

Errol Rosen  
11900 Biscayne Boulevard, Suite 802  
Miami, Florida 33181

ARTICLE V

- A. The Company shall be a manager-managed company that shall be managed by one manager. The number of managers of the Company may be changed only by amendment of the Articles of Organization.
- B. Persons dealing with the Company or otherwise relying on these Articles (as they may be modified, amended, supplemented, or restated, from time to time) and the

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records of the Florida Secretary of State may conclusively presume that the entity designated as the manager in Section D of this Article V is the sole manager of this Company until the selection of said entity's replacement or replacements as manager is disclosed in an annual report or an amendment to these Articles of Organization is filed with the Florida Secretary of State.

C. The manager of the Company, acting alone and in its sole discretion and on the authority of these Articles of Organization may undertake any and all obligations for and on behalf of the company, in and with respect to all matters, except the following:

- (1) the dissolution and winding up of the Company;
- (2) the sale, exchange, lease, mortgage, pledge or other transfer of all or substantially all of the assets of the Company;
- (3) the merger or consolidation of the company;
- (4) the incurrence of indebtedness by the Company other than in the ordinary course of the Company's business;
- (5) the alienation, lease, or encumbrance of any immovables of the Company; and
- (6) an amendment to the Articles of Organization or the Company's operating agreement.

D. The name and municipal address of the manager is:

Kapelow Investments, Inc.  
11900 Biscayne Boulevard, Suite 802  
Miami, Florida 33181

E. Persons dealing with the company or otherwise relying on these Articles (as they may be modified, amended, supplemented, or restated, from time to time), may conclusively rely upon a certificate of the manager of the Company to establish the membership of any member, the authenticity of any records of the Company, or the authority of any person or persons to act on behalf of the company (including but not limited to the authority to take the actions referred to in items (1) through (6) inclusive of Section C of this Article V.

#### ARTICLE VI Term of Existence

This Limited Liability Company is to exist perpetually.

#### ARTICLE VII Limitations of Liability

The members and manager of this Limited Liability Company claim the benefits of limitation of liability under the provisions of Florida Statute 608 to the fullest extent allowed by law.

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THUS DONE AND SIGNED this 23<sup>rd</sup> day of May, 2000.

*Paul Kapelow*  
ORGANIZER AND MEMBER: PAUL KAPELOW

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally came and appeared Paul Kapelow, who is known to me personally to be that person who signed the foregoing instrument as Organizer and Manager, and who, having been duly sworn, acknowledged and declared, in the presence of the two witnesses whose names are subscribed below, that he signed such instrument as his free act and deed for the purposes mentioned therein.

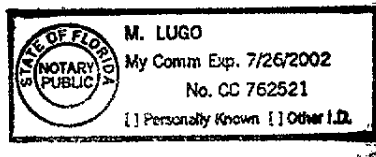
IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands on this 23<sup>rd</sup> day of May, 2000 in the aforesaid county and state.

WITNESSES:

*[Signature]*  
ERROL ROSEN  
*[Signature]*  
L. Lancaster Sr.

*Paul Kapelow*  
PAUL KAPELOW  
ORGANIZER AND MEMBER

*[Signature]*  
NOTARY PUBLIC



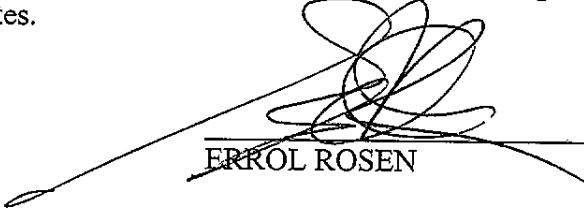
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AFFIDAVIT OF ACKNOWLEDGEMENT  
AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF MIAMI DADE

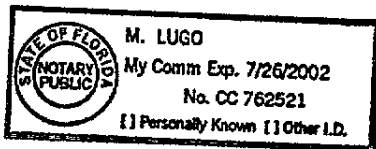
BEFORE ME, personally came and appeared Errol Rosen, a person of full age of majority and a resident of and domiciled in Miami, Florida who is known to me personally to be that person, and who being duly sworn, acknowledged to me that he does hereby accept appointment as the registered agent of New Orleans Venture, L.L.C., a limited liability company organized under Florida law and further states that he is familiar with and accepts the obligation of a registered agent as provided for in the Florida Statutes.

  
ERROL ROSEN

SWORN TO AND SUBSCRIBED

Before me this 23 day of  
May, 2000.

  
NOTARY PUBLIC



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