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THE UNITED STATES CORPORATION COMPANY

07950-00623-00671

ACCOUNT NO. : 072100000032

REFERENCE : 775438 11654A

AUTHORIZATION : Patricia Pizento

COST LIMIT : \$ 160.00

MJH

ORDER DATE : July 25, 2000

ORDER TIME : 1:06 PM

ORDER NO. : 775438-005

CUSTOMER NO: 11654A

W-18550

100003335671-17

CUSTOMER: Ms. Jacky C. Portal  
Holtzman Krinzman Equels & Furia  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

DOMESTIC FILING

NAME: KRK SYSTEMS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX \_\_\_\_\_ CERTIFIED COPY
- XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 25 AM 9:17

RECEIVED  
00 JUL 25 PM 1:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 25, 2000

CSC  
DARLENE WARD

SUBJECT: KRK SYSTEMS, LLC  
Ref. Number: W00000018550

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for KRK SYSTEMS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 900A00040559

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUL 26 PM 4:41

RECEIVED

**ARTICLES OF ORGANIZATION  
OF  
KRK SYSTEMS, LLC.,**

**ARTICLE I  
Name**

The name of the Limited Liability Company is **KRK SYSTEMS, L.L.C.**, (the "Company").

**ARTICLE II  
Address**

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

Gerard M. Cohen  
2821 Evans Street  
Hollywood, Florida 33020

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00 JUL 25 AM 9:17

**ARTICLE III  
Duration**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

**ARTICLE IV  
Management**

The Company will be managed by one or more managers (the "Managers"), who shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold offices and have responsibilities accorded to them by the members and set forth in the Regulations (Operating Agreement) of the Company. The names and addresses of the Managers who are to serve until the first annual meeting or until their successor or successors are otherwise selected are as follows:

Gerard M. Cohen  
2821 Evans Street  
Hollywood, Florida 33020

Davoud Hasbani Kermanchahi  
Via Moscava 30  
20121 Milano, Italy

**ARTICLE V**  
**Admission of Additional Members**

Additional members may be admitted and the terms and conditions of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

**ARTICLE VI**  
**Members Rights to Continue Business**

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of the member's termination of membership.

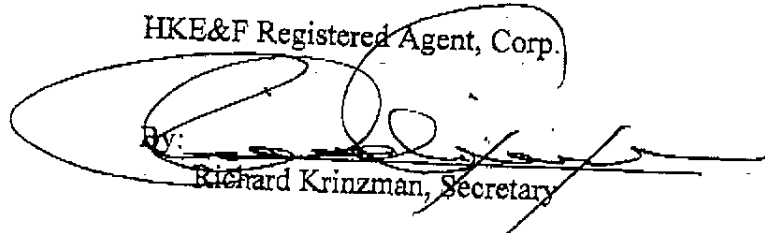
**ARTICLE VII**  
**Registered Agent and Office**

The street address of the Company's initial registered office is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of its initial registered agent at such office is HKE&F Registered Agent, Corp.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of **KRK SYSTEMS, L.L.C.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

HKE&F Registered Agent, Corp.

By:   
Richard Krinzman, Secretary

Dated: July 25, 2000

IN WITNESS WHEREOF, the undersigned, being Manager and Member of KRK SYSTEMS, LLC has executed these Articles of Organization on behalf of the Corporation as of the 25<sup>th</sup> day of July, 2000.



GERARD COHEN, Manager and Member