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ACCOUNT NO. : 072100000032

REFERENCE : 778356 11489A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : July 27, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 778356-015

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates

Suite 1115
800 Brickell Ave.
Miami, FL 33131

DOMESTIC FILING

NAME: FISCHER AMERICA MIAMI LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

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

FILED

00 JUL 27 AM 9:02

SECRETARY OF STATE
DIVISION OF CORPORATIONS

9000003338539-5

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 27 PM 3:06

RECEIVED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FISCHER AMERICA MIAMI LLC

ARTICLE II - Address:

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

800 Brickell Avenue, Suite 1115, Miami, Florida 33131

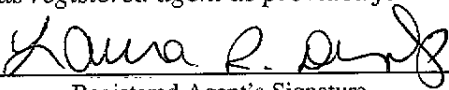
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company		
Name		
1201 Hays Street		
Florida street address (P.O. Box NOT acceptable)		
Tallahassee	FL	32301
City, State, and Zip		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 AM 9:02

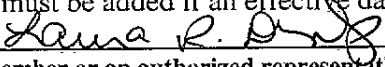
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Laura R. Dunlap
Typed or printed name of signee

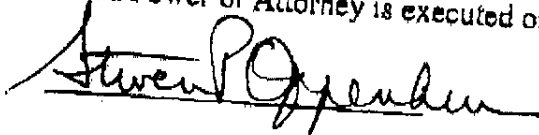
FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of FISCHER AMERICA MIAMI LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 27 day of JULY, 2000

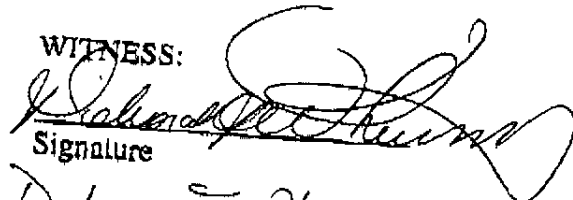


Signature

STEVEN P. OPPENHEIM

Print Name of Signer

WITNESS:



Signature

Deborah Whitebeck

Print Name of Witness

WITNESS:



Signature

David G. Lerner

Print Name of Witness