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LIMITED LIABILITY COMPANY

THE LADY MERLE, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
THE LADY MERLE, LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is THE LADY MERLE, LLC (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

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

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the Company's principal office and the mailing address of the Company is as follows: 389 S. Lake Drive #4B, Palm Beach, Florida 33480. The name and address of the Company's initial registered agent in the State of Florida is as follows: Harry J. DeMott, Jr., 389 S. Lake Drive #4B, Palm Beach, Florida 33480.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL  
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

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- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

#### ARTICLE VI MANAGEMENT

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing member is as follows:

**NAME**

Harry J. DeMott, Jr.

**ADDRESS**

389 S. Lake Drive #4B  
Palm Beach, Florida 33480

#### ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE  
ARTICLES OF ORGANIZATION ON THIS 8th DAY OF AUGUST, 2000.

  
Harry J. DeMott, Jr.

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ALLAHABAD, FLORIDA

STATE OF New York

COUNTY OF New York

Before me personally appeared HARRY J. DeMOTT, JR., who is known to me to be the person who executed the foregoing articles of organization on behalf of THE LADY MERLE, LLC.

In witness whereof, I have hereunto set my hand and seal on this 8<sup>th</sup> day of August, 2000.

VINCENT YAM  
Notary Public, State of New York  
No. 41-4997878  
Qualified in Queens County  
Commission Expires June 15, 2002

[Signature]  
Notary Public Signature

Commission Number 41-4997878

My Commission Expires: June 15, 2002

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: THE LADY MERLE, LLC.
2. The name and address of the registered agent and office is:

Harry J. DeMott, Jr.  
389 S. Lake Drive #4B  
Palm Beach, Florida 33480

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.

8/8/00  
(Date)

Harry J. DeMott, Jr.  
Harry J. DeMott, Jr.

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