



L010000000789

ACCOUNT NO. : 072100000032

REFERENCE : 964774 11663B

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 130.00

ORDER DATE : January 15, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 964774-005

CUSTOMER NO: 11663B

CUSTOMER: Jane C. Rankin, Esq  
Kubicki Draper Gallagher &  
Mcgrane, Pa  
Suite 1600  
One E. Broward Boulevard  
Ft. Lauderdale, FL 33301

900003537979--2

DOMESTIC FILING

NAME: LIBERTY WAREHOUSE ASSOCIATES,  
LLC

EFFECTIVE DATE: \_

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

APPROVED  
AND  
FILED

01 JAN 16 AM 8:23 RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
JAN 16 10 38 AM '01

H7-01

**ARTICLES OF ORGANIZATION  
FOR LIBERTY WAREHOUSE ASSOCIATES, LLC**

**ARTICLE I: NAME**

The name of the Limited Liability Company is **LIBERTY WAREHOUSE ASSOCIATES, LLC**.

**ARTICLE II: ADDRESS**


The mailing address and street address of the principal office of the Limited Liability Company is: 250 Worth Avenue, Palm Beach, FL 33480.

**ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE  
& REGISTERED AGENT'S SIGNATURE**

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

Jane C. Rankin, Esq., Suite 1600, One East Broward Blvd., Fort Lauderdale, FL 33301

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 and agree to act in this capacity. I further agree to comply with the provision 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.

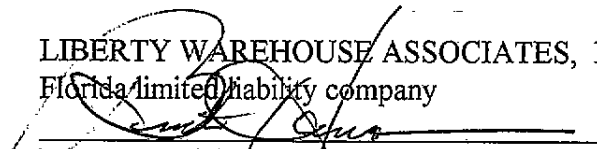
  
\_\_\_\_\_  
Jane C. Rankin, Esq.

**ARTICLE IV: MANAGEMENT**

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

Dated: January 11, 2001

LIBERTY WAREHOUSE ASSOCIATES, LLC, a  
Florida limited liability company

  
\_\_\_\_\_  
Burton Handelsman, Managing Member

APPROVAL  
AND  
FILED  
01 JAN 16 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("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 **LIBERTY WAREHOUSE ASSOCIATES, 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 by CSC 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 11<sup>th</sup> day of January, 2001.

[Signature]  
Witness

Jane Rantin  
Typed or Printed Name

[Signature]  
Witness

DENISE ESPINOSA  
Typed or Printed Name

Liberty Warehouse Associates, LLC,  
a Florida limited liability company  
[Signature]  
Signature

Burton Handelsman, Managing Member  
Typed or Printed Name

APPROVED  
AND  
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TALLAHASSEE, FLORIDA