

LO1000001088

TRANSMITTAL LETTER

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/22/01--01007--012
****160.00 ****160.00

SUBJECT: The Leopold Group, LLC

| | | |
|--------------|----------|---|
| Filing Fees: | \$100.00 | Filing Fee for Articles of Organization |
| | \$25.00 | Designation of Registered Agent |
| | \$30.00 | Certified Copy |
| | \$5.00 | Certificate of Status |

Please find enclosed the articles of organization and a check for \$160.00 to cover these expenses.

Thank you.

FROM: Robert Leopold
2100 NE 191st Drive
North Miami Beach, FL 33179
(305) 466-0556

FILED
01 JAN 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO1-1088
RL

Articles of Organization
for
The Leopold Group, LLC

WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge, and file the following Articles of Organization:

Article I
Name

The name of this limited liability company shall be: THE LEOPOLD GROUP, LLC.

Article II
Address

The street and mailing address of the initial principal office of this limited liability company shall be:

2100 NE 191st Drive
North Miami Beach, Florida 33179

Article III
Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the Registered Agent for service of process shall be:

Karen S. Leopold, Esquire
20801 Biscayne Boulevard
Suite 501
Aventura, Florida 33180

Article IV
Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida, and the laws of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida and anywhere in the world that it may so select.

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TALLAHASSEE, FLORIDA

Article V
Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members.

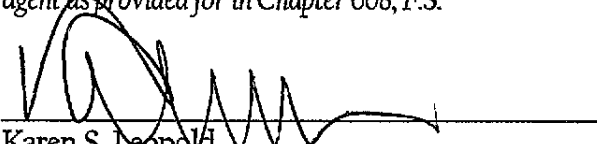
Article VI
Management

(Check applicable box)

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


ROBERT L. LEOPOLD, Member

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place of 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.


Karen S. Leopold
(Signature of Registered Agent)

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

FILED
01 JAN 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA