

LOI 600004841

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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

March 21, 2001

~~Via Federal Express.~~

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: PRINCE ASSET MANAGEMENT, LLC - Filing of Articles of Organization

Dear Sir/Madam:

900003910569--8
-03/26/01--01146--014
***125.00 ***125.00

Enclosed please find our law firm's check in the amount of \$125.00 to file the enclosed original Articles of Organization for PRINCE ASSET MANAGEMENT, LLC. Also enclosed is a self-addressed, stamped envelope for returning the Articles of Organization. However, since time is of the essence, when the Articles are filed, please fax a copy to us at (561) 361-9770, Attention: Claudia.

Thank you for your attention to this matter, as we need the filed Articles very quickly.

Please call the undersigned at (561) 361-9600 should you have any questions.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman
Claudia Liberman, Legal Assistant

/cjl
Enclosures

F:\WS2000\DOCUMENT\CLAUDIA\FORM.LTR\SEC-ST.LTR

FILED
01 MAR 26 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FL 32399

LOI-4841
or

ARTICLES OF ORGANIZATION
OF
PRINCE ASSET MANAGEMENT, LLC

ARTICLE I

NAME

The name of this limited liability company is

PRINCE ASSET MANAGEMENT, LLC

ARTICLE II

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

**4400 North Federal Highway, Suite 210
Boca Raton, Florida 33431**

ARTICLE III

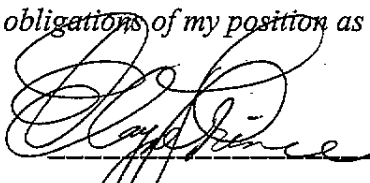
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Elayne Prince
4400 North Federal Highway, Suite 210
Boca Raton, Florida 33431

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper 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.


Elayne Prince, Registered Agent

01 MAR 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV
MEMBERS AND MANAGEMENT

The Limited Liability Company is to be managed by its managers and is therefore, a manager
- managed company.

This limited liability company shall have the following members:

NAME	ADDRESS
Elayne Prince	4400 N. Federal Highway, Suite 210 Boca Raton, Florida 33431
Laura Prince	160 E. 3 rd Street, Apt. 3-J New York, New York 10009
Debra Lee Prince Katz	55 Vardon Road W. Hartford, CT. 06117

ARTICLE V
PURPOSE

This limited liability company is organized for the following purposes:

1. To own and manage various assets.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI
CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

NAME	AMOUNT
Elayne Prince	\$100.00
Laura Prince	\$100.00

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01 MAR 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Debra Lee Prince Katz

\$100.00

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

NAME	PERCENTAGE
Elayne Prince	33-1/3%
Laura Prince	33-1/3%
Debra Lee Prince Katz	33-1/3%

ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

01 MAR 25 PM 5:00
SECRETARY OF STATE
CLERK OF COURTS
TALLAHASSEE, FLORIDA

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In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(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.)


ELAINE PRINCE, Member


LAURA PRINCE, Member


DEBRA LEE PRINCE KATZ,
Member

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01 MAR 26 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA