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ACCOUNT NO. : 072100000032

REFERENCE : 096403-7108498 *Patricia Pizano*

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : March 29, 2001

ORDER TIME : 10:21 AM

ORDER NO. : 096403-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
Becker & Poliakoff, P.a.

Suite 100  
5201 Blue Lagoon Drive  
Miami, FL 33126

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DOMESTIC FILING

NAME: TOP CONTENDER, L.L.C.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED  
AND  
FILED  
01 MAR 29 AM 11:32  
TALLAHASSEE, FLORIDA

*329-01*  
RECEIVED  
01 MAR 29 AM 10:43  
DIVISION OF CORPORATION

**Articles of Organization  
for  
TOP CONTENDER, L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "**TOP CONTENDER, L.L.C.**" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

7311 S. W. 62nd Avenue  
South Miami, Florida 33143

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ., Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

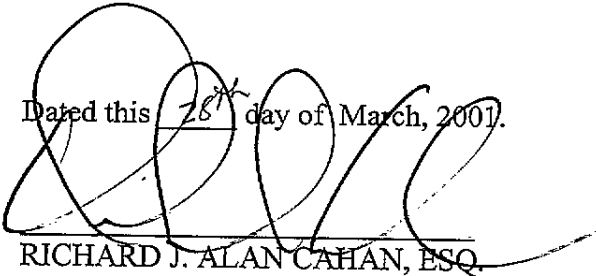
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Richard S. Feder  
7311 S. W. 62nd Avenue  
South Miami, Florida 33143

11. **Initial Members.** The name and address of the initial single member of the Company are as follows:

Richard S. Feder  
7311 S. W. 62nd Avenue  
South Miami, Florida 33143

Dated this 28<sup>th</sup> day of March, 2001.

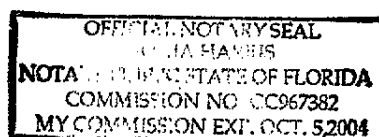
  
RICHARD J. ALAN CAHAN, ESQ.  
as an authorized Representative  
of the single member

State of Florida                     )  
  ) ss  
County of Miami-Dade            )

The foregoing Articles of Organization were acknowledged before me this 28<sup>th</sup> day of March, 2001, by Richard J. Alan Cahan, Esq., as an authorized Representative of the single member, who has produced his passport for identification.

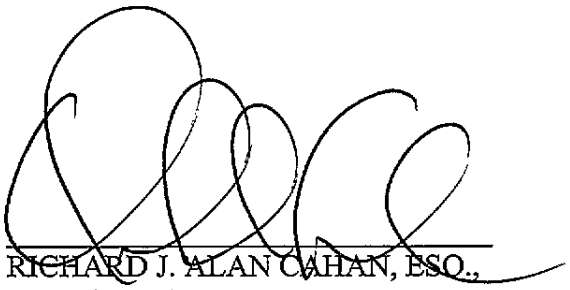
  
Notary Public

Name of Notary: SONIA HARRIS  
My Commission expires: \_\_\_\_\_



### Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.



RICHARD J. ALAN CAHAN, ESQ.,  
as Registered Agent

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APPROVED  
AND  
FILED

01 MAY 29 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA