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CHER SOUCI, C.L.A.
LEGAL ASSISTANT

May 4, 2001

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

RE: J.E.M. LANDMARK, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above referenced limited liability company, together with our check payable to Florida Department of State in the amount of \$155.00, which represents the following:

\$100.00 - filing fee for Articles of Organization
25.00 - Designation of Registered Agent
30.00 - Certified Copy

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We are also providing a photocopy of the Articles for your convenience.
Thank you for your assistance.

Very truly yours,

RICHARD M. CAPALBO

RMC:cs
enclosures
pc:Elsie Chan

**IF THERE IS ANY PROBLEM FILING THESE ARTICLES, PLEASE CALL THIS
OFFICE IMMEDIATELY TO ADVISE (COLLECT, IF NECESSARY - ASK FOR CHER
OR FOR RICHARD)**

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ARTICLES OF ORGANIZATION
of
J.E.M. LANDMARK L.L.C.

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act pursuant to Chapter 608, Florida Statutes, adopt the following Articles of Organization for such limited liability company:

1. **Name.** The name of the limited liability company is J.E.M. LANDMARK L.L.C.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Powers.** The limited liability company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:
 - (a) Sue and be sued, and defend, in its name.
 - (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or an legal or equitable interest in property, wherever located.
 - (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.
 - (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
 - (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contract of guaranty and suretyship which are

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necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Florida Statutes, within or without this state.

(h) Select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability corporation.

4. **Address of Principal Office.** The street address of the principal office of the limited liability company is: 1524 N. E. 24th Street, Wilton Manors, FL 33305.

5. **Mailing Address.** The mailing address of the limited liability company is: 1524 N. E. 24th Street, Wilton Manors, FL 33305.

6. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.

7. **Period of Duration.** The period of duration shall be perpetual.


8. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s).

9. **Registered Agent, Registered Office, and Registered Agents Signature.** The name and the Florida Street address of the registered agent are: Elsie Chan - 1524 N. E. 24th Street, Wilton Manors, FL 33305.

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


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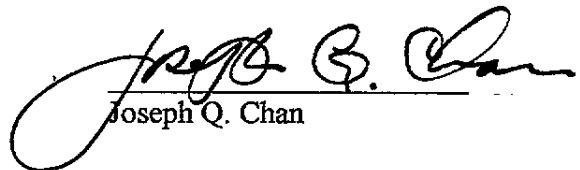
appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisional of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Elsie Chan

10. **Effective Date.** The effective date of the limited liability company shall be the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this 30th day of May, 2001.


Elsie Chan


Joseph Q. Chan

(In accordance with section 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 and correct.)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA