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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**LIMITED LIABILITY COMPANY**

leder hillsboro, llc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF LEDER HILLSBORO, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I  
NAME

The name of the limited liability company shall be **LEDER HILLSBORO, LLC**, and its principal place of business, mailing and street address shall be at 6530 West Rogers Circle, Suite 31, Boca Raton, Florida 33487, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the managers.

ARTICLE II  
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and

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perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in shares in proportion to their percentage interests, and may be made in cash or in property. Additional contributions will be made as required for investment or cash flow purposes, as determined by the managers.

### ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share in proportion to its percentage membership interest in the company. The distributive share of the profits shall be determined and paid to the members at such time or times as may be elected by the managers.

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(b) Allocation of Profits and Losses. All profits and losses that occur in the operation of the limited liability company business shall be allocated to the members in proportion to their respective percentage membership interests in the company.

#### ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managers of this limited liability company.

#### ARTICLE VI DURATION

This limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as determined by the unanimous vote of the managers, or as determined by the vote of the members.

#### ARTICLE VII PRINCIPAL PLACE OF BUSINESS

The principal office, mailing and street address of this limited liability company shall be located at 6530 West Rogers Circle, Suite 31, Boca Raton, Florida 33487.

#### ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by one manager, and is therefore a manager-managed company. The name and address of the initial manager is Samuel E. Leder, 6530 West Rogers Circle, Suite 31, Boca Raton, Florida 33487. Samuel E. Leder shall be the manager of the limited liability company until such time as he submits his resignation as manager, or until his death, whichever is earlier, in which event a new manager shall be elected by the vote of the members. In the event that Samuel E. Leder becomes incapacitated or is otherwise incapable of performing his duties as manager hereunder, but has not submitted his resignation and is not deceased, his legal guardian shall become the manager or shall appoint a new manager in his stead.

#### ARTICLE IX REGISTERED AGENT

The registered agent for service of process on the Limited Liability Company shall be Sean M. Leder, 6530 West Rogers Circle, Suite 31, Boca Raton, Florida 33487.

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**ARTICLE X  
RESTRICTIONS ON MEMBERSHIP**

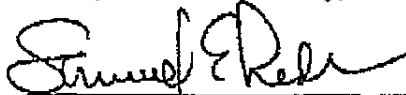
New members may be admitted to the limited liability company by unanimous consent of the managers and members. Contributions required of new members shall be determined by the managers as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the managers and all of the other members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

**ARTICLE XI  
INDEMNIFICATION OF MEMBERS AND MANAGERS**

This company, its receiver or its trustee (in the case of its receiver or trustee, to the extent of this company's property) shall indemnify, hold harmless from and pay all judgments and claims against each member or manager, and any shareholders, officers, directors, managers or members of such member or manager, relating to any liability or damage incurred by reason of any act performed or omitted to be performed by such indemnified party in connection with the business of this company, including attorneys' fees and expenses incurred by such indemnified party in connection with the defense of any action based on any such act or omission, which attorneys' fees and expenses may be paid as incurred, including all such liabilities under federal and state securities laws (including the Securities Act of 1933, as amended) as permitted by law. This company shall indemnify, hold harmless from and pay all expenses, costs or liabilities of any member or manager who for the benefit of this company makes any deposit, acquires any option or makes any other similar payment or assumes any obligation in connection with any property proposed to be acquired by this company, which action shall have been authorized or permitted under the terms of these Articles and who suffers any financial loss as a result of such action.

The undersigned, being the initial member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of LEDER HILLSBORO, LLC.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida on MAY  
21, 2001.



Samuel E. Leder, Initial Member

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, Sean M. Leder states that he is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

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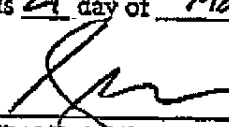
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Dated this 24<sup>th</sup> day of May, 2001.

  
SEAN M. LEDER

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