

LA000010165

EIZEN FINEBURG & McCARTHY, LLP

TWO COMMERCE SQUARE
34TH FLOOR
2001 MARKET STREET
PHILADELPHIA, PENNSYLVANIA 19103

Two Linwood Professional Plaza
2021 New Road
Linwood, New Jersey 08221
Tel (609) 601-6030
Fax (609) 601-6050

Tel (215) 751-9666
Fax (215) 751-9310

2383.02-000

June 19, 2001

Via Federal Express

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

MJH

6/20

Re: 1619 Broadway Partners, LLC

100004432711--1
-06/20/01--01070--006
****235.00 ****235.00
155.00

Dear Sir or Madam:

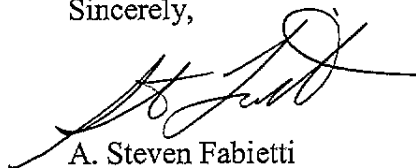
Enclosed please find the following in connection with the above Limited Liability Company:

1. Original and copy of Articles of Organization for 1619 Broadway Partners, LLC
2. Original and copy of Articles of Merger, by which Smith and Smith, a Florida Partnership, 1619 Broadway Partners, a Florida partnership and 1619 Broadway Partners, LLC, shall merge.
3. Check in the amount of \$235.00 to cover the following filing fees: \$100 for Articles of Organization; \$75 for Articles of Merger (3 entities); and \$60 for certified copies of each filed document..

Kindly file the original documents, mark the copies "filed" and return the certified copies to me in the envelope provided. If you require anything further, please feel free to contact me.

Thank you for your assistance in this matter.

Sincerely,


A. Steven Fabietti

mah
Enclosure

cc: Mr. Lawrence M. Smith
Gary J. McCarthy, Esquire
Edward J. Hale, CPA (with enclosures)

NJS:\MCCARTHY\1619Broadway\Florida.ltr

FILED
01 JUN 20 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the limited liability company is: "1619 Broadway Partners, LLC".

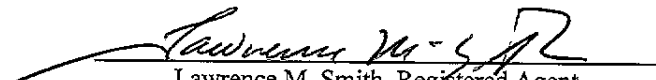
ARTICLE II – Address:

The mailing address and street address of the principal office of the above named limited liability company is 1619 Broadway, Riviera Beach, Florida 33404.

ARTICLE III – Registered Agent:

The name and Florida street address of the limited liability company's registered agent is Lawrence M. Smith, 1619 Broadway, Riviera Beach, Florida 33404.

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 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.


Lawrence M. Smith, Registered Agent

ARTICLE IV – Manager Managed:

The above named limited liability company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V – Duration:

The period of duration for the above named limited liability company shall be perpetual.

ARTICLE VI – Purpose:

The purpose of the above named limited liability company shall be to engage in a lawful activity permitted by law.

ARTICLE VII – Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as provided for in the operating agreement of the limited liability company.

FILED
01 JUN 20 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII –Members rights to Continue Business:

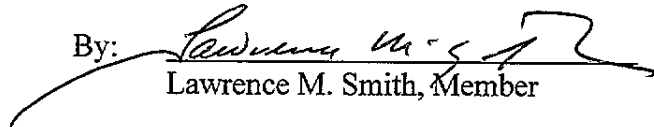
The right, if given, of the remaining members of the above named limited liability company to continue the business, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the above named limited liability company shall be as follows:

The business of the above named limited liability company shall continue after the death of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, as the case may be unless the members, by unanimous consent in writing direct otherwise.

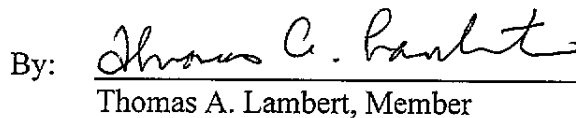
In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

1619 BROADWAY PARTNERS, LLC

By:


Lawrence M. Smith, Member

By:


Thomas A. Lambert, Member