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LIMITED LIABILITY COMPANY

Theory South Beach LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
THEORY SOUTH BEACH LLC  
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the limited liability company is Theory South Beach LLC ("Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 1114 Avenue of the Americas, 48<sup>th</sup> Floor, New York, New York 10036.

3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, are: Robert M. Schwartz, 200 E. Broward Blvd., Suite 1500, Ft. Lauderdale, Florida 33301.

4. MANAGEMENT. The Company is to be managed by its manager.

The undersigned has executed these Articles of Organization on the 20 day of July, 2001.

THEORY SOUTH BEACH LLC

By: \_\_\_\_\_

Robert M. Schwartz, Authorized Representative

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**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Theory South Beach LLC.
2. The name and address of the registered agent and office is:

Robert M. Schwartz  
200 E. Broward Blvd., Suite 1500  
Ft. Lauderdale, FL 33301

*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 its 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.*

  
Robert M. Schwartz

July 29, 2001  
(Date)

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