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LAW OFFICES
MICHAEL R. BASS, P.A.
6TH FLOOR - COLINIAL BANK BUILDING
600 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
(954) 467-8801 FAX: (954) 467-8806

July 23, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/24/01--01081--001
***125.00 ***125.00

Re: Stella & Phil, LLC

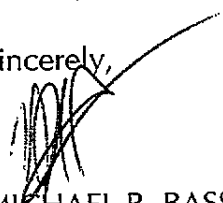
Ladies/Gentlemen:

Enclosed is the original and one (1) copy of the Statement of Articles of Organization For Florida Limited Liability Company for the above-referenced entity, together with our check in the amount of \$125.00 representing the filing fee thereon.

Please file the original Articles and return a copy reflecting the filing to our office in the self-addressed, postage-paid envelope provided.

Thank you for your cooperation and assistance in this matter.

Sincerely,


MICHAEL R. BASS

MRB:mjb
Enclosures

WR 7/24
FILED
01 JUL 24 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2038

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
OF
STELLA & PHIL, LLC**

The undersigned, desiring to form a limited liability company under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is:

STELLA & PHIL, LLC

ARTICLE II - ADDRESS

The street address of the initial principal office of this limited liability company is 100 West Cypress Creek, Suite 950, Fort Lauderdale, Florida 33309. However, this company may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient. The mailing address is 100 West Cypress Creek, Suite 950, Fort Lauderdale, Florida 33309.

ARTICLE III - INITIAL REGISTERED AGENT

The initial registered agent of this limited liability company is Michael R. Bass, Esquire, whose address is 600 South Andrews Avenue, 6th Floor, Fort Lauderdale, Florida 33301.

ARTICLE IV - MANAGEMENT

This limited liability company is to be managed by one manager or more managers and is, therefore, a manager managed company.

I, the undersigned, being a member of the above named limited liability company, do hereby affirm that in filing these Articles of Organization, I hereby declare and certify that the facts herein stated are true and correct, and accordingly have hereunto set my hand and seal this 23 day of July 2001.


JAMES BUCCI

FILED
JUL 24 PM 1:24
CLERK OF STATE
TALLAHASSEE FLORIDA

STATE OF Florida)

SS.

COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, personally appeared, JAMES BUCCI, who, after being by me first duly cautioned and sworn, upon his respective oath, depose and says that he acknowledges that the execution of this document is a free and voluntary act and deed, and that the facts herein stated are truly set out.

The foregoing instrument was acknowledged before me this 23 day of July, 2001, and has produced (personally known) as identification and who did/did not take an oath.

NOTARY PUBLIC - SIGNATURE



Michael R. Bass
MY COMMISSION # CC692699 EXPIRES
October 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

PRINTED NAME

CERTIFICATE OF REGISTERED AGENT

In compliance with Section 608.415, Florida Statutes, the following is submitted:

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, hereby accept the appointment as registered agent agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Michael R. Bass

Date: 7/23/01

FILED
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STATE OF FLORIDA