

W1000014255

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MITCHELL D. ADLER
LAURENCE I. BLAIR §
MILTON S. BLAUT §
ALAN B. COHN §
MAURICE M. GARCIA
GENE K. GLASSER §
WILLIAM S. KRAMER §
M. KEITH LIPSCOMB
LEONARD ROBBINS
DANIELLE L. ROSEN

KENNETH A. RUBIN
REUBEN M. SCHNEIDER §
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEISS
DAVID WEISMAN §

OF COUNSEL
STANLEY D. GOTTSEGEN §

2021 TYLER STREET
HOLLYWOOD, FLORIDA 33020

CORRESPONDENCE TO:
P.O. BOX 229010, HOLLYWOOD, FLORIDA 33022-9010

TELEPHONE: (954) 921-5500

FACSIMILE: (954) 925-7013

BOCA RATON & DELRAY: (561) 994-2212

NORTH BROWARD: (954) 428-9800

MIAMI: (305) 940-8440

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BOCA RATON, FLORIDA 33431-7383

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(DIRECT TO BOCA RATON OFFICE ONLY)

HJW

REPLY TO: HOLLYWOOD

FILE NO.: ZINDA-0002

* Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

August 16, 2001

8/20

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Re: *Zinger-Shadmi Ltd.*
Zinger-Shadmi LLC

600004542946--5
-08/20/01--01117--006
***155.00 ***155.00

Dear Sir/Madam:

Enclosed are (1) the original and one copy of Articles of Organization for Zinger-Shadmi LLC, together with a check in the amount of \$155.00 and (2) the original and one copy of the Certificate of Limited Partnership for *Zinger-Shadmi Ltd.*, together with a check in the amount of \$1,837.50. Also enclosed is a letter with regard to the use of the name.

PLEASE ALSO NOTE the LLC is the general partner for the limited partnership and under no circumstances should the partnership be filed prior to the LLC.

Very truly yours,

Judy Hoodiman,
Corporate Assistant

/jah
Enclosures

01 AUG 20 AM 11:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUNE 21, 2001

TO WHOM IT MAY CONCERN:

ZINGER-SHADMI LLC is the general partner of *Zinger-Shadmi Ltd.* and hereby consents to the use of the name *ZINGER-SHADMI LTD.*

ZINGER-SHADMI-LLC


By: 

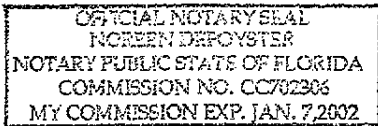
David Zinger, Managing Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21 day of June, 2001, by *David Zinger, as Managing Member of Zinger-Shadmi LLC*, who produced Driver's Licenses or other: _____ as identification or who are personally known to me.

Commission Expires:


Notary Public
NOREEN DEPOYSTER
PRINTED NAME OF NOTARY PUBLIC



ARTICLES OF ORGANIZATION

OF

ZINGER-SHADMI LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

ZINGER-SHADMI LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the

Company is: ***2020 N.E. 207th Street, N. Miami Beach, Florida 33179***

Prepared by:

Alan B. Cohn, Esq. (Bar No. 434698)

2021 Tyler Street

Hollywood, FL 33020

01 AUG 20 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

5. **REGISTERED AGENT AND ADDRESS**

Company is:

The name and address of the initial registered agent in Florida for the
GENE K. GLASSER, ESQ.
2021 Tyler Street
Hollywood, FL 33020

6. **INITIAL MEMBER(S)**

The names and addresses of the initial members are as follows:

DAVID A. ZINGER
2020 N.E. 207th Street
N. Miami Beach, FL 33179

HARRY SHADMI
2020 N.E. 207th Street
N. Miami Beach, FL 33179

7. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

8. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a

member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

9. **MANAGEMENT**

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is:

*DAVID A. ZINGER and HARRY SHADMI
2020 N.E. 207th Street
N. Miami Beach, Florida 33179*

10. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

11. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in

existence.

12. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

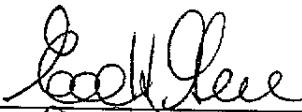
13. REGULATIONS

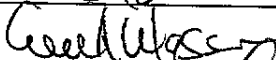
Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

14. AUTHORIZED REPRESENTATIVE

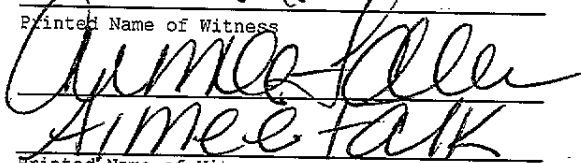
The name and address of the Authorized Representative signing these Articles is: **DAVID A. ZINGER**
2020 N.E. 207th Street
N. Miami Beach, Florida 33179

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 21 day of June, 2001.





Printed Name of Witness



Printed Name of Witness



DAVID A. ZINGER,
Authorized Representative

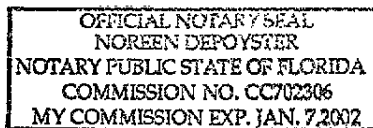
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS 21 day of June, 2001, before me personally appeared DAVID A. ZINGER, the Authorized Representative of ZINGER-SHADMI LLC, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced _____ as identification, and he/she acknowledged before me that he/she executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.

Noreen DePoyster
Notary Public, State of Florida

My Commission Expires:



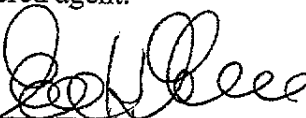
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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 *ZINGER -SHADMI LLC*.
2. The name and address of the registered agent and office is:

GENE K. GLASSER, Esq.
2021 Tyler Street
Hollywood, FL 33020

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.



GENE K. GLASSER, ESQ.
Registered Agent

Dated: *June 21, 2001*