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8/24

MJM

August 23, 2001

VIA FEDERAL EXPRESS - PRIORITY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: HOWARD-BARRY REAL ESTATE, L.L.C.

Dear Sir/Madam:

600004555396--7
-08/24/01--01061--013
****155.00 ****155.00

We are enclosing the original and two copies of the Articles of Organization for this proposed limited liability company together with our check in the amount of \$155.00

The enclosed check represents the Filing Fees, Fee for the Registered Agent Designation, and one Certified Copy of the Articles of Organization.

Your cooperation will be appreciated.

Very truly yours,


SHELDON ENGELHARD

SE:sgb
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HOWARD-BARRY REAL ESTATE, L.L.C.**

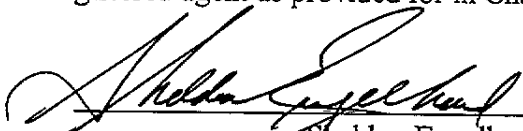
Article I - Name: The name of the Limited Liability Company is HOWARD-BARRY REAL ESTATE, L.L.C.

Article II - Address The mailing address and street address of the principal office of the Limited Liability Company is c/o Sheldon Engelhard, P.A., 5355 Town Center Road, Suite 801, Boca Raton, FL 33486

Article III - Registered Agent, Registered Office & Registered Agent's Signature:
The name and the Florida street address of the registered agent are:


Sheldon Engelhard
5355 Town Center Road
Suite 801
Boca Raton, FL 33486

Having been named as registered agent and to accept service of process of 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.


Sheldon Engelhard

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TALLAHASSEE, FLORIDA

Article IV - Management: The Limited Liability Company is to be manned by two managers and is, therefore, a manager - managed company.


Howard Mofshin, Manager


Barry C. Honig, Manager

(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.)