

**DWORKEN &
BERNSTEIN Co.**
L.P.A.



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^ΔAlso Admitted to
Practice in Florida

Please Respond to:

Painesville Office

September 20, 2001

L010000/6441

VIA UPS OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600004604436--2
-09/21/01--01075--003
****125.00 ****125.00

In Re: Osher Ventures, LLC

Gentlemen:

Enclosed please find Articles of Organization for Osher Ventures, LLC, along with our check in the amount of \$125.00. I would appreciate it if you would provide me with a certified copy of the Articles of Organization effective as of the date of filing, and return them to my office in the return overnight mail envelope provided.

If you have any questions concerning the matter, please contact me.

Very truly yours,

DWORKEN & BERNSTEIN CO., L.P.A.

Melvyn E. Resnick

MER:eds

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
OSHER VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be OSHER VENTURES, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 13134 Redon Drive, Palm Beach Gardens, Florida 33410.

ARTICLE III - DURATION

The Company shall commence its existence upon the filing of these Articles by the Department of State. The Company's existence shall be perpetual unless the Company is sooner terminated as proved in the regulations of the Company.

ARTICLE IV - REGISTERED OFFICE AND AGENT

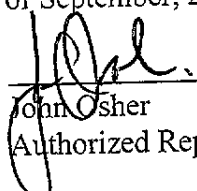
The name and street address of the registered agent of the Company in the state of Florida is John Osher, 13134 Redon Drive, Palm Beach Gardens, Florida 33410.

ARTICLE V - MANAGEMENT BY MEMBERS

The Company shall be managed by its Members. The Members may adopt regulations for the management of the business and affairs of the Company not inconsistent with law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned on the 20th day of September, 2001.



John Osher
Authorized Representative

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TALLAHASSEE, FLORIDA

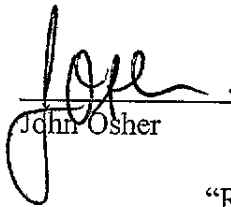
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, OSHER VENTURES, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is OSHER VENTURES, LLC.
2. The name and street address of the registered agent in Florida is:

John Osher
13134 Redon Drive
Palm Beach Gardens, Florida 33410

The undersigned, being the person named in the Articles of Organization of OSHER VENTURES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place of designated in Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position or registered agent.



John Osher

“Registered Agent”

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