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November 29, 2001

Reply To: Boca Raton  
File No.: Jkgpg-pending

☆ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
o Board Certified Real Estate Lawyer

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11/30

MJH

**VIA FEDERAL EXPRESS**

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

600004700996--8  
-11/30/01--01077--015  
\*\*\*\*130.00 \*\*\*\*130.00

**Re: Articles of Organization/Solnex Design Services, LLC**

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the referenced limited liability company and a check in the amount of \$130.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,

  
William S. Kramer

WSK/jc

Enclosures

cc: Bruce D. Gittlin, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
Solnex Design Services, LLC**

The undersigned initial member of **Solnex Design Services, LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

**Solnex Design Services, LLC**

**ARTICLE II. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

**JKG Group, Inc.  
21 Penn Plaza  
360 West 31st Street  
Suite 1000  
New York, NY 10001  
Attn: Mr. Bruce D. Gittlin**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III. STREET ADDRESS OF COMPANY**

The street address of the principal office of this Company is:

**New York**

**Florida**

**c/o JKG Group, Inc.  
21 Penn Plaza  
360 West 31st Street  
Suite 1000  
New York, NY 10001  
Attn: Mr. Bruce D. Gittlin**

**c/o JKG Group, Inc.  
Polo Commerce Center  
1000 Clint Moore Road  
Suite 201  
Boca Raton, FL 33487  
Attn: Michael R. Kind**

**ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and the street address of the registered agent of this Company in the State of Florida shall be:  
**Michael R. Kind**

**c/o JKG Group, Inc.  
Polo Commerce Center  
1000 Clint Moore Road  
Suite 201  
Boca Raton, FL 33487**

The name and the street address of the registered agent of this Company in the State of New York shall be:  
**Bruce D. Gittlin**

**JKG Group, Inc.  
21 Penn Plaza  
360 West 31st Street  
Suite 1000  
New York, NY 10001**

#### **ARTICLE V. 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 otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in Article IX of these Articles of Organization.

#### **ARTICLE VI. MANAGEMENT**

The Limited Liability Company is to be managed by Manager. The name and address of the initial Manager is set forth below. The initial Manager shall serve as manager until the first annual meeting of members or until his successors are elected and qualified.

**Bruce D. Gittlin**

**JKG Group, Inc.  
21 Penn Plaza  
360 West 31st Street  
Suite 1000  
New York, NY 10001**

#### **ARTICLE VII. 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, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

#### **ARTICLE VIII. 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 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.

#### **ARTICLE IX. RIGHT TO CONTINUE BUSINESS/ DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to

continue the Company, either 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.

#### **ARTICLE X. 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.

#### **ARTICLE XI. 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.

#### **ARTICLE XII. 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.

#### **ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS**


Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member. Notwithstanding the foregoing, the Company has the authority to borrow money and to mortgage and pledge all assets of the Company for the repayment thereof, and the Manager of the Company has the power to execute and deliver all documents, agreements and instruments in connection with any of the foregoing without further resolution or authorization.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing  
Articles of Organization as of this 28 day of November, 2001.

INITIAL MEMBERS:

JKG GROUP, INC., a Florida  
corporation

By:

  
Bruce D. Gittlin, ~~Chairman~~  
TREASURER

**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

**Solnex Design Services, LLC**

2. The name and address of the registered agent and office is:

**Michael R. Kind  
c/o JKG Group, Inc.  
Polo Commerce Center  
1000 Clint Moore Road  
Suite 201  
Boca Raton, FL 33487**

*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.*

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

Michael R. Kind

Date: 11/29/01