

KAYE SCHOLER LLP

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December 14, 2001

Sent via Federal Express

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Cohen Real Property LLC

Dear Sir/Madam:

Enclosed please find the following original documents for filing:

1. Articles of Organization of Cohen Real Property LLC; and
2. Certificate Designating Registered Agent and Registered Office

We would appreciate your issuing a Letter of Acknowledgment confirming that the enclosed documents have been filed. Additionally, enclosed is a check payable to the Florida Department of State in the amount of \$185.00 which is broken down as follows:

\$100.00	Filing Fee for Articles of Organization
\$ 25.00	Filing Fee for Designation of Registered Agent
\$ 30.00	Certified Copy of Articles of Organization
\$ 30.00	Certified Copy of Designation of Registered Agent

Please forward the Letter of Acknowledgment and the certified copies to the following address:

Tammie B. Massey, Esq.
Kaye Scholer, LLP
777 S. Flagler Drive
Suite 900 - West Tower
West Palm Beach, FL 33401

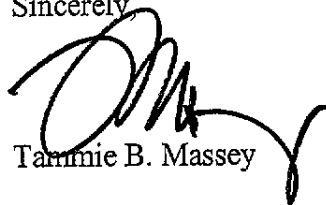
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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KAYE SCHOLER LLP

A prepaid Federal Express envelope is enclosed for your use in returning the documents to our office. If you have any questions, please give me a call at (561) 802-3230.

Sincerely,



Tammie B. Massey

TBM/lmf
Enclosures

K:\Cohen,Julius\FI Dept of State Div of Corps 12-14-01.wpd

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

COHEN REAL PROPERTY LLC

FIRST: The name of the Limited Liability Company is **COHEN REAL PROPERTY LLC**.

SECOND: The period of duration for the Limited Liability Company shall be from the date the Articles of Organization are filed to December 31, 2051, or earlier as provided for in the Operating Agreement of this Limited Liability Company.

THIRD: The mailing address and street address of the principal office of this Limited Liability Company is c/o Kaye Scholer LLP, 777 South Flagler Drive, Suite 900 - West Tower, West Palm Beach, Florida 33401.

FOURTH: The street address of the initial Registered Office is Kaye Scholer LLP, 777 South Flagler Drive, Suite 900 - West Tower, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Limited Liability Company at that address is Abraham M. Mora.

FIFTH: Additional Members may not be admitted.

SIXTH: Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, the remaining Members may continue the business.

SEVENTH: The Limited Liability Company is to be managed by the Members and the names and address of the Members are Bruce E. Cohen, Heidi Ruzumna, and Louise Levy, c/o Bruce E. Cohen, 50 Ledgewood Road, Framingham, MA 01701.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization this 7th day of Dec., 2001.

Abraham M. Mora
Abraham M. Mora, Esquire

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CLERK OF COURTS
PALM BEACH COUNTY
FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND 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.

The name of the Limited Liability Company is: **COHEN REAL PROPERTY LLC**

The name of the registered agent is: **ABRAHAM M. MORA, ESQUIRE**

The address of the registered office is: **KAYE SCHOLER LLP, 777 SOUTH FLAGLER
DRIVE, SUITE 900, WEST-TOWER, WEST PALM BEACH, FLORIDA 33401.**

*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.*

Abraham M. Mora
Abraham M. Mora, Esquire

12/7/01
Date

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TALLAHASSEE, FLORIDA