

Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
Account Number : I19990000171
Phone : (305) 379-9000
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DIVISION OF CORPORATION

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AL
RECEIVED**LIMITED LIABILITY COMPANY**

#4318.1

DFM Asset Management, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION
FOR
DFM ASSET MANAGEMENT, LLC

ARTICLE I - NAME

The name of the limited liability company shall be DFM ASSET MANAGEMENT, LLC (the "Company").

ARTICLE II - ADDRESS

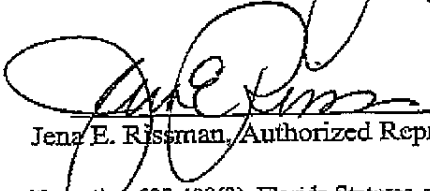
The mailing address and street address of the principal office of the Company shall be 201 S. Biscayne Blvd., #1700, Miami FL 33131.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Miami Center Registered Agents, LLC, 201 S. Biscayne Blvd., #1700, Miami FL 33131.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 608, F.S.


Jena E. Rissman, Vice President


Jena E. Rissman, Authorized Representative

(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.)

{W:\Transact\4318\0001\M0070744 v.1; 3/21/02 09:44 AM}

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