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• ALSO MEMBER PA BAR
• ALSO MEMBER MD BAR
• ALSO MEMBER FL BAR
• MEMBER OF NY BAR ONLY
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March 14, 2002

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/25/02--01070-015
****155.00 ****155.00

Re: Articles of Organization
DCD Holdings LLC

Gentlemen:

I have enclosed with this letter, one (1) original and two (2) counterpart copies of the Articles of Organization of DCD Holdings LLC and my firm check made payable to the Florida Department of State for \$155.

Please file the enclosed Articles of Organization and return one (1) filed copy to Mr. David DeRing in the envelope provided for your convenience, and a second filed copy to me in the return envelope provided.

In addition, I would like a certified copy of the Articles of Organization enclosed in the envelope to Mr. DeRing.

If you have any questions, please contact me directly.

Very truly yours,

FEIN, SUCH, KAHN & SHEPARD, P.C.

Donald A. Richards
Direct Line: (973) 538-4700 Ext. 117
E-mail: donrichardslaw@aol.com
Legal Assistant: Pat Amodea, Ext. 137

Enclosures

cc: Mr. David DeRing
\\REDWOOD\SYSDocs\350\350-1\ltr to Fla Dept of State 3-14-02.doc
3/14/02 1:55PM

File No. D350

02 MAR 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

602-7175
OR

ARTICLES OF ORGANIZATION FOR DCD HOLDINGS LLC

ARTICLE I – Name:

The name of the Limited Liability Company is:

DCD HOLDINGS LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o David DeRing
4 Oxford Lane
Long Valley, New Jersey 07853

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

John Curving
(Name)

14750 Beach Blvd., Unit 35

Florida street address (P.O. Box NOT acceptable)

Jacksonville, Florida 32250

(City, State and Zip)

FILED
02 MAR 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.


(Registered Agent's Signature)
John Curving

ARTICLE IV – Management (Check box if applicable)

[X]

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.


(Signature of member or an authorized representative of a member)

David DeRing

(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.)

David DeRing

(Typed or printed name of signee)