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April 25, 2002

VIA FEDERAL EXPRESS #8316 4976 7887

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

*Yale Full*

**MJH**

Re: **Articles of Organization of Wagman, LLC  
a Florida Limited Liability Company**

Dear Madam/Sir:

Enclosed herein please find the following:

1. An original and one copy of the Articles of Organization of Wagman, LLC., a Florida Limited Liability Company
2. This firm's check #41646 in the amount of \$155.00 representing the filing fee for a Florida Limited Liability Company and a certified copy of the Articles of Organization
3. Return Federal Express Airbill and envelope

400005360474--6  
-04/26/02--01065--003  
\*\*\*\*155.00 \*\*\*\*155.00

Please return the certified copy of the Certificate of Limited Partnership in the enclosed Federal Express envelope. If you have any questions, please do not hesitate to contact me.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

*Linda L. Snelling*  
Linda L. Snelling

LLS/gmv  
Enclosures

**FILED**  
02 APR 26 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WAGMAN, LLC**

**ARTICLE I  
NAME**

The name of this limited liability company shall be:

**WAGMAN, LLC**

**ARTICLE II  
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

**ARTICLE IV  
PRINCIPAL OFFICE ADDRESS**

The mailing address and the street address of the principal office of this limited liability company shall be 660 Davis Road, Coral Gables, FL 33143.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE ADDRESS**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

STEPHEN M. WAGMAN  
660 Davis Road  
Coral Gables, FL 33143

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SECRETARY OF STATE  
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ARTICLE VI  
ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by the unanimous vote of the existing members.

ARTICLE VII  
INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

STEPHEN M. WAGMAN  
660 Davis Road  
Coral Gables, FL 33143

The initial manager shall serve until the first annual meeting or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII  
REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.


ARTICLE IX  
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X  
AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24 day of April, 2002.

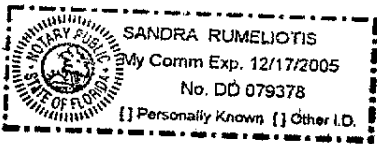
  
\_\_\_\_\_  
STEPHEN M. WAGMAN, Authorized  
Representative of the Members

STATE OF FLORIDA            )  
                                          :§  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 24 day of April, 2002, by STEPHEN M. WAGMAN, on behalf of the WAGMAN, LLC, who is  personally known to me, or  who produced \_\_\_\_\_ as identification. and who did take an Oath.

My Commission Expires:

Sandra Rumeliotis  
Notary Public, State of Florida  
Sandra Rumeliotis  
Print Name:



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

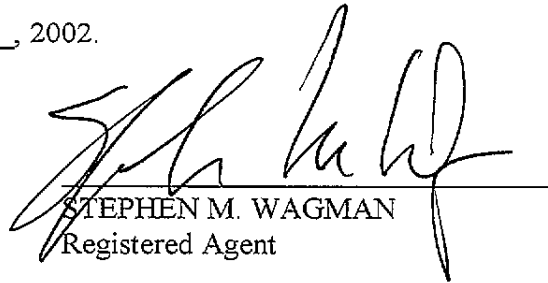
The name of the limited liability company is **WAGMAN, LLC**

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

STEPHEN M. WAGMAN  
660 Davis Road  
Coral Gables, FL 33143

Having been named as registered agent and to accept service of process for the above named 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.

Dated this 24 day of April, 2002.

  
STEPHEN M. WAGMAN  
Registered Agent