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REFERENCE : 634706 4300479

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 155.00

ORDER DATE : June 21, 2002

ORDER TIME : 3:43 PM

ORDER NO. : 634706-005

CUSTOMER NO: 4300479

CUSTOMER: Nicholas Smith, Legal Asst
Curtis, Mallet-prevost, Colt
& Mosle Llp
101 Park Avenue
34th Floor
New York, NY 10178-0061

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DOMESTIC FILING

NAME: LAWRENCE MANAGEMENT, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
02 JUN 21 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L02-15775
OK

**ARTICLES OF ORGANIZATION
OF
LAWRENCE MANAGEMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Lawrence Management, LLC (the "Company").

ARTICLE II. PERIOD OF DURATION

The Company shall terminate on July 1, 2042, or earlier in accordance with the Company's Regulations or by the unanimous written agreement of the Members.

ARTICLE III. ADDRESS

The Mailing address and street address of the principal office of the Company is c/o Elton Lauer, c/o Curtis, Mallet-Prevost Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178-0061.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street Tallahassee, Florida 32301-2607.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the unanimous approval of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon 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 in the Company, the existence and business of the Company shall be continued by the remaining members without the consent or vote of the members.

ARTICLE VII. MANAGEMENT

The business of the Company shall be conducted, carried on and managed by no fewer than one Manager, who may also be a member and who shall be elected annually by the

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TALLAHASSEE, FLORIDA
CORPORATION SERVICE COMPANY

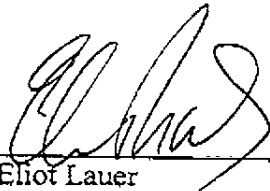
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Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is Eliot Lauer, c/o Curtis Mallet-Prevost, Colt & Mosle, LLP, 101 Park Avenue, New York, New York, 10178-0061. Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified in the manner set forth in the Regulations.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 21st day of June, 2002.


Eliot Lauer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S
SIGNATURE

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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.

Corporation Service Company

By: Laura R. Dunlap
Registered Agent's Signature

Laura R. Dunlap
as its agent

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