

Maynard Abrams
1916-1992

Mitchell D. Adler
Laurence I. Blair §
Milton S. Blaut §
Nicole M. Churchya
Alan B. Cohn *
Maurice M. Garcia
Gene K. Glasser *
William S. Kramer *
Leonard Robbins

Paul B. Anton
1917-1981

Kenneth A. Rubin
Reuben M. Schneider *
Peter R. Siegel
Marc Jay Tannen
Jack F. Weins
David Weisman *

Of Counsel
Stanley D. Gottsegen ¶

* Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

± Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

law offices

ABRAMS ANTON P.

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Correspondence To:
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Boca Raton, Florida 33431-7383

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(Direct To Boca Raton Office Only)

Reply To: Hollywood

July 3, 2002

File No.: ORC-0002

VIA CERTIFIED MAIL #7918 7668 1467

Division of Corporations

Conversion Section

409 E. Gaines Street

Tallahassee, Florida 32399

800006222438-13
-07/05/02--01046--007
****180.00 ****180.00

RE: Conversion of General Partnership into LLC

Dear Sir/Madam:

I have enclosed the following original documents for processing:

1. Certificate of Conversion of **Oska Partnership**, a Florida General Partnership
2. Articles of Organization of **Oska, LLC**

Please convert the General Partnership into an LLC. Per the Articles of Organization, the LLC is to be effective July 1, 2002.

I have also enclosed our check in the amount of \$180.00 (which represents \$155.00 filing fee and certificate for the LLC and \$25.00 for the Certificate of Conversion).

Please advise if there are any problems or questions regarding this request.

Thank you for your assistance in this matter.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W2-17124
QR

ABRAMS ANTON P.A.

Sincerely,


ALAN B. COHN

ABC/lps

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
OF
OSKA PARTNERSHIP**

OSKA PARTNERSHIP, a Florida General Partnership (hereinafter referred to as the "Partnership"), hereby files this Certificate of Conversion to convert to a Florida Limited Liability Company to be known as **OSKA LLC**, pursuant to Florida Statute 608.439, and in support thereof, states:

1. **OSKA PARTNERSHIP** is a Florida General Partnership duly organized and existing under the laws of the State of Florida, formed pursuant to a Partnership Agreement dated December 29, 1986, as amended May 16, 1988 and further amended January 4, 1995.

2. **OSKA LLC** is a Florida Limited Liability Company duly organized and existing under the laws of the State of Florida.

3. All of the partners of the Partnership have approved this conversion, as evidenced by their signature below.

4. The effective date of this Conversion shall be July 1, 2002.

IN WITNESS WHEREOF, the Partners of the Partnership have executed this Certificate.


MARGO S. ARMSTRONG

DIRK ARTHUR ARMSTRONG, Trustee
of the Earl K. Armstrong Irrevocable
OSKA Trust dtd 5/8/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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of the Earl K. Armstrong Irrevocable
OSKA Trust dtd 5/8/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BART HASKELL ARMSTRONG, Trustee
of the Earl K. Armstrong Irrevocable
OSKA Trust dtd 5/8/98

SUSAN C. FRIEDMAN

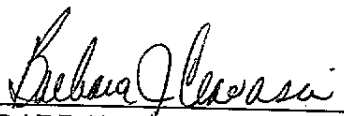
SUSAN ROTH KLEIN

PHYLLIS SCHILLER MYERS

SANDRA C. ROTH

PHYLLIS SCHILLER MYERS, Trustee
of the Diane B. Schiller Living Trust

LOIS S. WILSON


BARBARA J. CERVASIO

BART HASKELL ARMSTRONG, Trustee
of the Earl K. Armstrong Irrevocable
OSKA Trust dtd 5/8/98

SUSAN C. FRIEDMAN

SUSAN ROTH KLEIN

PHYLLIS SCHILLER MYERS

SANDRA C. ROTH

PHYLLIS SCHILLER MYERS, Trustee
of the Diane B. Schiller Living Trust

Lois S. Wilson
LOIS S. WILSON

BARBARA J. CERVASIO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BART HASKELL ARMSTRONG, Trustee
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SUSAN C. FRIEDMAN

SUSAN ROTH KLEIN

PHYLLIS SCHILLER MYERS

Sandra C. Roth
SANDRA C. ROTH

PHYLLIS SCHILLER MYERS, Trustee
of the Diane B. Schiller Living Trust

LOIS S. WILSON

BARBARA J. CERVASIO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BART HASKELL ARMSTRONG, Trustee
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Susan C. Friedman
SUSAN C. FRIEDMAN

SUSAN ROTH KLEIN

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SECRETARY OF STATE
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LOIS S. WILSON

BARBARA J. CERVASIO

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

OSKA LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

OSKA LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall be effective on July 1, 2002, and its duration shall be until December 31, 2052, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

This Limited Liability Company is a continuation of a general partnership agreement dated December 29, 1986, as amended on May 16, 1988 and January 4, 1995. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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TALLAHASSEE, FLORIDA

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4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, FL 33020.

5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is Alan B. Cohn, 2021 Tyler Street, Hollywood, Florida 33020.

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members based upon the vote of the members holding membership interests of the Company as set forth in the Operating Agreement of the membership, which membership is either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. To the extent the Operating Agreement is silent, then Florida Statute Section 608.4232 of the Act shall control. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations and guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of the Membership as set forth in the Operating Agreement is obtained or, if silent, then with the consent of all remaining members of the Company.

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8. **MANAGEMENT**

The Company is to be managed by a Managing Member or Managing Members.

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the members holding membership interests of the Company as set forth in the Operating Agreement of the membership (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. To the extent the Operating Agreement is silent, then the Act shall control. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

9. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

10. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of the members of the Company as set forth in the

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Operating Agreement of the membership, or if none, then as provided for in the Act, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company. In the event the provisions of these Articles of Organization conflict with the terms of the Operating Agreement of the Membership, then the terms and conditions set forth in the Operating Agreement shall control.

11. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the vote of the members of the Company which members shall be in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company, as set forth in the Operating Agreement of the membership. To the extent the Operating Agreement is silent, then Section 608.423(1) of the Act shall control.

12. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is Alan B. Cohn, 2021 Tyler Street, Hollywood, Florida 33020.

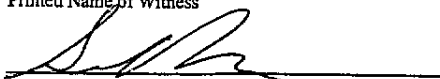
IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 3 day of July, 2002.

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TALLAHASSEE, FLORIDA



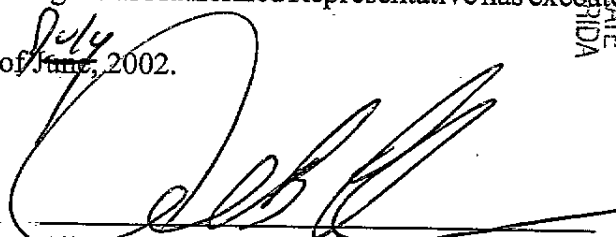
Linda P. Sullivan

Printed Name of Witness



Serena Rodriguez

Printed Name of Witness



ALAN B. COHN

Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) SS:

COUNTY OF BROWARD)

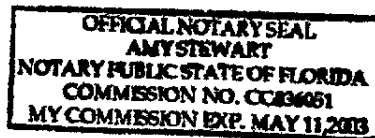
ON THIS 7th day of ~~June~~ ^{July}, 2002, before me personally appeared **Alan B. Cohn**, the Authorized Representative of **OSKA LLC**, a Florida Limited Liability Company, to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced N/A as identification, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.

Amy Stewart

Notary Public, State of Florida

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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.

1. The name of the limited liability company is **OSKA LLC.**
2. The name and address of the registered agent and office is:

Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, FL 33020

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.


Alan B. Cohn, Esq.
Registered Agent

Dated: July 3, 2002

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TALLAHASSEE, FLORIDA

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