

**FERRELL
SCHULTZ**

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TALLAHASSEE, FLORIDA
BUENOS AIRES, ARGENTINA

Ferrell Schultz Carter Zumpano & Fertel
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September 19, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gains Street
Tallahassee, Florida 32399

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****155.00 ****155.00

Re: Formation of Coscan Assets, LLC

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Organization ("Articles"), Certificate of Registered Agent and Registered Office ("Certificate") for Coscan Assets, LLC along with a check made payable to the Secretary of State in the amount of \$155.00 for payment for the following:

Filing fee incl. Registered Agent's fee	\$ 125.00
Certified copy of the Certificate of Organization	<u>+ 30.00</u>
Total:	\$ 155.00

AL 1

After the Articles and Certificate are filed, please forward the certified copies of the Articles and Certificates to our office as soon as possible.

Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,

Ferrell Schultz Carter Zumpano & Fertel, P.A.

Steve Wasserstein

SLW/nt
Encls.

Cc: Albert Piazza (without enclosures)

ARTICLES OF ORGANIZATION

FOR

COSCAN ASSETS, LLC

A Florida Limited Liability Company

ARTICLE I – Name

The name of the Limited Liability Company is:

COSCAN ASSETS, LLC

ARTICLE II – Address

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

5555 Anglers Avenue
Suite 1
Ft. Lauderdale, FL 33312

ARTICLE III – Initial Registered Agent and Office

The name of the initial registered agent and the Florida street address of the initial registered office is:

Ferrell Group Corporate Services, L.L.C.
Attention: Secretary
201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

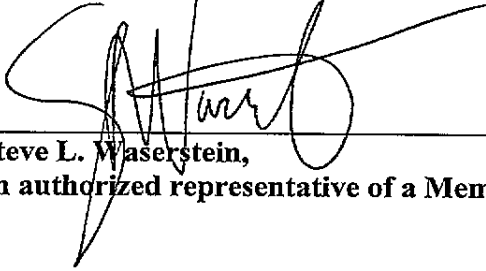
ARTICLE IV – Management

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

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ARTICLE V - Duration

The period of duration for the Limited Liability Company is perpetual.



Steve L. Waserstein,
an authorized representative of a Member

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TALLAHASSEE, FLORIDA

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

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, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 19 day of September, 2002.

**Ferrell Group Corporate Services, L.L.C.,
a Florida limited liability company**

By: Sheri E. Nott
Print name: Sheri E. Nott
Title: Asst. Secretary

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