

L0200 0028591

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

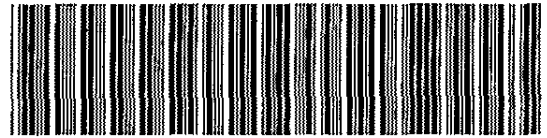
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



600008493846

02 OCT 25 PM 1:24
RECEIVED
FILING OFFICE

FILED

RECEIVED
02 OCT 25 PM 4:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

20-02-01



ACCOUNT NO. : 072100000032

REFERENCE : 792342 7354711

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

ORDER DATE : October 23, 2002

ORDER TIME : 1:31 PM

ORDER NO. : 792342-001

CUSTOMER NO: 7354711

CUSTOMER:

Mr. Marvin Greenfield

C/o Rh Holdings
477 Madison Ave., 6th Flr.
New York, NY 10022

DOMESTIC FILING

NAME: STEPHMATT LLC

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Heather Powell - EXT. 1155

EXAMINER'S INITIALS: _____

02 OCT 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

STEPHMATT LLC

ARTICLE II - Address:

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

1500 S. OCEAN BLVD., STE. S-305, BOCA RATON, FLORIDA 33432

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

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

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)
Tallahassee FL 32301
City, State, and Zip

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: Deborah D. Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

Deborah D. Skipper
Signature of a member or an authorized representative of a member.

(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.)

DEBORAH D. SKIPPER
Typed or printed name of signee

Filing Fees:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

02 OCT 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
FILED

Managing Member List
Of
Stephmatt LLC

Barbara Greenfield
1500 S. Ocean Blvd.
Suite S-305
Boca Raton, Florida 33432

02 OCT 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of STEPHMATT LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 25th day of October 2002



Signature

MATTHEW E. GREENFIELD

Print Name of Signer

WITNESS:



Signature

Judith Kardos

Print Name of Witness

WITNESS:



Signature

MARIO LALEUR

Print Name of Witness

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT 25 PM 1:24

AND
FILED