

12/10/2002 15:23 FAX

Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

VELOCE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-10-02

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY
OF
VELOCE, LLC**

ARTICLE I
Name

The name of this Limited Liability Company is VELOCE, LLC (the "Company").

ARTICLE II
Address

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

2 Soundview Drive
Suite 100
Greenwich, CT 06830

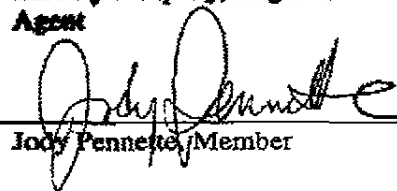
ARTICLE III
Registered Office and Agent

The initial registered office of this Company shall be 825 Washington Ave., Miami Beach, Florida 33139, and its initial registered agent at such office shall be cb5 Miami, LLC.

Having been named as registered agent and to accept service of process for the above stated limited liability company on 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.

cb5 Miami, LLC, a Florida limited
liability company, Registered
Agent

By:


Jody Pennette, Member

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ARTICLE IV
Management

The Company is to be managed by one or more managers. The names and addresses of the initial managers of the Company are:

Westchester Capital Group, LLC
155 Fisher Avenue
Suite 11
East Chester, NY 10709

Jody Pennette
2 Soundview Drive
Suite 100
Greenwich, CT 06830

Dated this 9th day of December, 2002.

By:


Jody Pennette, Member

(In accordance with section 606.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECTION 606.408(3)
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