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	ACCOUNT NO.: 072100000032	
	REFERENCE: 099672 134074A	
	AUTHORIZATION:	
	COST LIMIT: \$ 125.00	
ORDER DATE	E: May 20, 2003	- - - - - -
ORDER TIME	E: 9:54 AM	Pro 2 of
ORDER NO.	: 099672-005	(A)
CUSTOMER N	NO: 134074A	<u> </u>
CUSTOMER:	Brian L. Lipshy, Esq Saraga & Lipshy, P.a.	ÖRIDA
	201 Northeast First Avenue	
	Delray Beach, FL 33444	,
	DOMESTIC FILING	
NAM	ME: PMK HOLDINGS III, LLC	
	EFFECTIVE DATE:	
ART	FICLES OF INCORPORATION	
	RTIFICATE OF LIMITED PARTNERSHIP	
	FICLES OF ORGANIZATION	

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135 EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION OF PMK HOLDINGS III, LLC LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization ("Articles"), hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is "PMK HOLDINGS III, LLC" (the "Company").

ARTICLE II - Address:

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

335 S.W. 15th Avenue Pompano Beach, FL 33069

ARTICLE III - Duration:

The period of duration for the Company shall be Perpetual.

ARTICLE IV - Management:

The Company is to be managed by the member ("Member") who is as follows:

Paul Hershkowitz 335 S.W. 15th Avenue Pompano Beach, FL 33069

ARTICLE V - Admission of Additional Members:

The right, if given, of the Member to admit additional members and the terms and conditions of the admissions shall be governed by the Operating Agreement of the Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of Member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be governed by the Operating Agreement adopted by the members.

ARTICLE VII - Limitation on Agency Authority of Members

Pursuant to <u>Section 608.424</u> of the Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, comparation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XIV - OPERATING AGREEMENT

Any and all Operating Agreements of the Company must be in writing and signed by all members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this __/Q__ day of May 2003

Paul Hersilkowitz

Signature of a member or authorized representative of a member (in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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.

- The name of the limited liability company is: PMK Holdings III, LLC 1.
- 2. The name and address of the registered agont and office is:

Paul Hershkowitz 335 S.W. 15th Avenue Pompago Beach, FL 33069

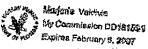
Having been named as registered agont and to accept service of process for the above stated limited liability company at the place designated in this certificate, we hereby accept the appointment is registered agent and agree to act in this capacity. We further agree to comply with the provisions. of all statutes relating to the proper and complete performance of my duties, and w are familiar with and accept the obligations of our position as registered agent.

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Paul Hershkowitz, and who is personally known to met for who did furnish. for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official soal and State lest aforesaid this May 2003.



(Seal)