

Division of Corporations

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Florida Department of State  
Division of Corporations  
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From:

Account Name : ROETZEL & ANDRESS  
Account Number : I20000000121  
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**LIMITED LIABILITY COMPANY**

Winfield Partners IV, LLC

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J. BRYAN JUL 25 2003

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**ARTICLES OF ORGANIZATION  
OF  
WINFIELD PARTNERS IV, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

1. **NAME.** The name of the Limited Liability Company shall be Winfield Partners IV, LLC ("Company").

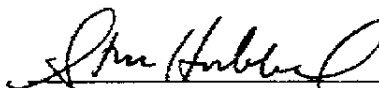
2. **DURATION.** The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. **PLACE OF BUSINESS.** The mailing and street address of the principal office of the Company is 121 West 92nd Street, New York, NY 10025.

4. **REGISTERED OFFICE AND AGENT.** The name and street address of the initial registered agent of the Company in the State of Florida is Steven W. Hubbard, Esq., 2320 First Street, Suite 1000, Fort Myers, FL 33901-2904.

5. **MANAGEMENT.** The Company shall be a manager-managed company. The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations or Operating Agreement (in either case, "Operating Agreement") to be adopted by the members for the management of the business and affairs of the Company. However, initially the managers shall be Max Kamhi and Charles Gabler. Unless the Operating Agreement provides otherwise, the manager or managers are authorized to take any and all actions on behalf of the Company without the consent of any of the members. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer, being the Authorized Representative of the company, has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 25th day of July, 2003.

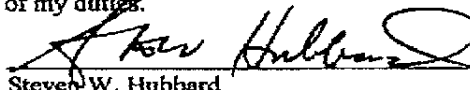


Steven W. Hubbard  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 25, 2003

  
Steven W. Hubbard

FILED  
2003 JUL 25 PM 1:17  
HUBBARD & ASSOCIATES, P.A.  
TALLAHASSEE, FLORIDA