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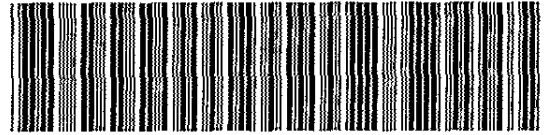
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** ALSO ADMITTED IN NEW YORK

MIAMI OFFICE:

1385 N.W. 15TH STREET
MIAMI, FLORIDA 33125-1621

PLEASE REPLY TO

BOCA RATON

September 3, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Torpedo LLC*

To Whom it May Concern:


I am writing this letter on behalf of Semyon Lerner, as managing member and Registered Agent of "Torpedo LLC." Her address is 20950 Via Alamanda, Unit B, Boca Raton, FL 33428. Mr. Lerner's daytime telephone number is (561) 445-6102.

Enclosed please find the Articles of Organization for Torpedo LLC, along with a check in the amount of \$155.00 to the Florida Department of State. The fees are divided as follows: \$100.00 filing fee for Articles of Organization, \$25.00 filing fee for designation of Registered Agent, and \$30.00 fee for a certified copy of the Articles of Organization.

Should you have any questions, or should you require any further documentation in order to process these Articles of Organization, please feel free to contact me at the above number.

Very truly yours,

LIBOW & MUSKAT LLP



Ron S. Bilu

RSB:mmm

Enclosures

cc: William M. Shaheen, Esq.

F:\Lerner, Semyon\Division of Corporations ltr 090303.wpd

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Torpedo LLC

(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Semyon Lerner

(Name of Person)

Torpedo LLC

(Firm/Company)

20950 Via Alamanda, Unit #B

(Address)

Boca Raton, FL 33428

(City/State and Zip Code)

For further information concerning this matter, please call:

Semyon Lerner

(Name of Person)

at (561) 445-6102

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Torpedo LLC

ARTICLE II - Address:

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

Principal Office Address:

20950 Via Alamanda, Unit #B

Boca Raton, FL 33428

Mailing Address:

20950 Via Alamanda, Unit #B

Boca Raton, FL 33428

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

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

Semyon Lerner

Name

20950 Via Alamanda, Unit #B

Florida street address (P.O. Box **NOT** acceptable)


Boca Raton

FL

33428

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..


Registered Agent's Signature

(CONTINUED)

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Semyon Lerner

20950 Via Alamanda, Unit #B

Boca Raton, FL 33428

MGRM

Renata Lerner

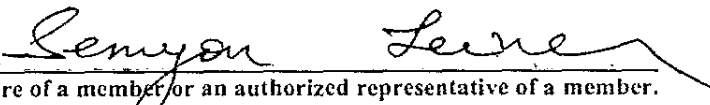
21569 Battery Park Terrace

Boca Raton, FL 33428

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


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.)

Semyon Lerner

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)