

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L03000050722
FILED 8:00 AM
December 05, 2003
Sec. Of State**

Article I

The name of the Limited Liability Company is:
SPENCER DISTRIBUTING LLC

Article II

The street address of the principal office of the Limited Liability Company is:
825 THIRD AVENUE
18TH FLOOR
NEW YORK, NY. 10022

The mailing address of the Limited Liability Company is:
825 THIRD AVENUE
18TH FLOOR
NEW YORK, NY. 10022

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
STEPHEN SPRY
11160 HARBOUR YACHT COURT
PENTHOUSE A
FORT MYERS, FL. 33908

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.

Registered Agent Signature: STEPHEN SPRY

Article V

The name and address of managing members/managers are:

Title: MGRM
STEPHEN SPRY
11160 HARBOUR YACHT COURT, PENTHOUSE A
FORT MYERS, FL. 33908

Title: MGRM
THE SELTZER GROUP
330 MADISON AVENUE, 6TH FLOOR
NEW YORK, NY. 10017

Signature of member or an authorized representative of a member

Signature: STEPHEN SPRY

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