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LIMITED LIABILITY COMPANY

INTERSTATE HOLDINGS, LLC

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04/07/2004 11:37 CORPDIRECT → 2050383

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 7, 2004

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: INTERSTATE HOLDINGS, LLC
REF: W04000013476

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ARTICLES OF ORGANIZATION

FOR

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INTERSTATE HOLDINGS, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

INTERSTATE HOLDINGS, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is:
c/o M & E HOLDINGS, LLC, 425 East 61st Street, New York, New York 10021.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by the members; the name(s) and address of the initial member(s) is:

M & E Holdings, LLC, a Delaware limited liability company
425 East 61st Street
New York, New York 10021

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall

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be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

2004 APR -6 A 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature of a member or an authorized representative of a member

(In accordance with Section 603.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JACOB SOPHER

Typed or printed name of signer

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

2004 APR -6 A 8:19

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: INTERSTATE HOLDINGS, LLC
2. The name and the Florida street address of the registered agent are:


JACOB SOPHER

NAME

Florida street address (P.O. BOX NOT ACCEPTABLE)

1100 Biscayne Blvd., 7th Floor
Miami, FL 33132
Facsimile: 305-604-1722

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.


SIGNATURE