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May 7, 2004

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: CERTIFICATE OF FORMATION FOR  
Village Korner, LLC**

**FILED**  
04 MAY 21 PM 3:02  
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TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please find enclosed the Certificate of Formation (in duplicate) for the above referenced filing, along with our check in the amount of \$155.00 to cover the fees for filing and for a certified copy. Please file these Articles of Formation and return the file-stamped copy to us in the attached pre-filled, postage paid envelope.

If you have any questions concerning this request, please do not hesitate to contact me. Thank you in advance for cooperation and assistance.

Warmest regards,

Scott H. Sharp

:sHs

Enclosures

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Village Korner 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:

Scott H. Sharp  
(Name of Person)

CorpCo.  
(Firm/Company)

910 Fork Rd., Suite 201  
(Address)

Wilmington, DE 19803  
(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Scott H. Sharp at ( 800 ) 316-7407  
(Name of Person) (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**

**OF**

**VILLAGE KORNER, LLC**

These Articles of Organization are being executed as of the 7<sup>th</sup> day of May, 2004, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act.

The undersigned, being duly authorized to execute and file these Articles, hereby certifies as follows:

**ARTICLE I - Name:**

The name of the Limited Liability Company is: **Village Korner, LLC**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 115 East 57<sup>th</sup> Street, New York, NY 10022.

**ARTICLE III -**

**Registered Agent, Registered Office & Registered Agent's Signature:**

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

**Ard, Shirley & Hartman, P.A.  
207 West Park Avenue, Suite B, Tallahassee, FL 32301**

*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 our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Ard, Shirley & Hartman, P.A.

BY: \_\_\_\_\_

Samuel J. Ard, Registered Agent

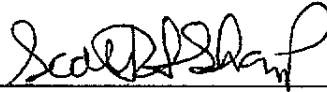
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**ARTICLE IV - Management:**

This limited liability company shall be managed by its Member(s) with full power to operate and bind the undertaking, subject to the terms and conditions specified in the company's Limited Liability Company Agreement. The initial Managing Member(s) of the company who shall serve until their successors are elected are:

Manoucher Khaghan  
115 East 57<sup>th</sup> Street  
New York, NY 10022

**IN WITNESS WHEREOF**, I, Scott H. Sharp, being fully authorized to execute and file this document, do make these Articles of Organization, acknowledging under the penalties of perjury, hereby declaring and certifying that this Instrument is my act and deed and the facts herein are true, pursuant to and in accordance with Section 608.408(3) of the Florida Statutes, and accordingly, I have hereunto set my hand the day and year first above written.



\_\_\_\_\_  
Scott H. Sharp, Authorized Person

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