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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

159 NE 7TH AVENUE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION****FOR****159 NE 7TH AVENUE, LLC****ARTICLE I. - NAME:**

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

**159 NE 7TH AVENUE, 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 61<sup>st</sup> 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 a manager; the name and address of the initial manager is:

Jacob I. Sopher  
425 East 61<sup>st</sup> 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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M & E HOLDINGS, LLC  
TALLAHASSEE, FLORIDA

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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.

  
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(5), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Typed or printed name of signor

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: 159 NE 7TH AVENUE, 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., 7<sup>th</sup> Floor  
Miami, FL 33132  
Facsimile: 305-804-1722

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*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

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