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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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August 27, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Douglas Holdings, LLC

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Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment/Correction
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF ORGANIZATION OF DOUGLAS HOLDINGS, LLC
AS A FLORIDA LIMITED LIABILITY COMPANY
UNDER AND PURSUANT TO CHAPTER 608, FLORIDA STATUTES

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

DOUGLAS HOLDINGS, LLC

ARTICLE II - Address:

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

Principle Office Address:

375 Douglas Avenue
Altamonte Springs, Florida 32714

Mailing Address:

375 Douglas Avenue
Altamonte Springs, Florida 32714

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

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

United Corporate Services, Inc.
9200 South Dadeland Blvd
Suite 508
Miami, FL 33156

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

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

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

<u>Title:</u> "MGR" = Manager "MGRM" = Managing Member	<u>Name and Address:</u>
MGR	Douglas Holdings, Inc. 375 Douglas Avenue Altamonte Springs, Florida 32714

(Use attachment if necessary)

MEMBERS: Mr. Barry Singer, c/o Frenkel, Hershkowitz & Shafran LLP, 16 E. 34th Street, New York, NY 10016
Mrs. Chaya Singer, c/o Frenkel, Hershkowitz & Shafran LLP, 16 E. 34th Street, New York, NY 10016

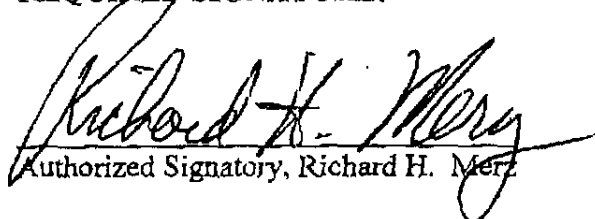
ARTICLE V - Term:

This limited liability company shall have a term of existence expiring on December 31, 2054, unless otherwise extended by the majority in interest of the members hereof

ARTICLE VI - Purpose:

The sole and single purpose of this limited liability company is to own, operate, lease, renovate, manage, construct, refinance, or perform any and all other activities solely to effectuate the ownership and operation of the real property located at and known as 375/445 Douglas Avenue Altamonte Springs, Florida 32714

REQUIRED SIGNATURE:


Authorized Signatory, Richard H. Merz

(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.)

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)