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ACCOUNT NO. : 072100000032 AMON TO THE TO REFERENCE: 965218 4306141 AUTHORIZATION : COST LIMIT : ORDER DATE: November 10, 2004 ORDER TIME : 3:33 PM ORDER NO. : 965218-005 CUSTOMER NO: 4306141 CUSTOMER: Michele Phillips, Legal Asst Danziger & Markhoff Llp 9th Floor 123 Main St. White Plains, NY 10601-3106 DOMESTIC FILING NAME: COOPERMAN WEISS CONSULTING LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY __ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Susie Knight - EXT. 2956 EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILIT ARTICLE I - Name: The name of the Limited Liability Company is: Cooperman Weiss Consulting LLC ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is: Mailing Address: Principal Office Address: 9 Island Avenue 9 Island Avenue Miami Beach, Florida 33139 Miami Beach, Florida 33139 ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are: Samuel Cooperman Name 9 Island Avenue Florida street address (P.O. Box NOT acceptable) Miami Beach 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..

(CONTINUED)

Page 1 of 2

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

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

<u>Citle:</u>	Name and Address:
'MGR" = Manager 'MGRM" = Managing Membe	r
MGRM	Samuel Cooperman
	9 Island Avenue
	Miami Beach, Florida 33139
Use attachment if necessary)	
NOTE: An additional article	must be added if an effective date is requested.
REQUIRED SIGNATURE:	ullospen
Signature of a r	member or an authorized representative of a member.

Signature of a member of an authorized representative of a member

(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.)

Samuel Cooperman, Managing Member
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

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