

01/21/2005 FRI 13:25 FAX 954 473 4907 Lerner & Klinton P.A.

001/004

Division of Corporations

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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 : TODD W. KLINTON, ESQ.  
Account Number : 075221000013  
Phone : (954) 473-4900  
Fax Number : (954) 473-4907

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05 JAN 21 PM 2:12

DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MADISON MAX LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 JAN 21 AM 10:29

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FAX AUDIT # H05000017279 3

ARTICLES OF ORGANIZATION OF  
MADISON MAX LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - NAME

The name of the Limited Liability Company is MADISON MAX LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 7273 NW 116 Way Parkland, FL 33076.

ARTICLE III - DURATION

The period of duration for the limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members.

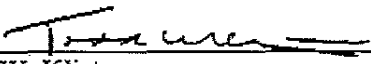
ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be by unanimous consent of the existing members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business of the limited liability company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of January 2005. In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Todd W. Kliston

Authorized representative of a member executing the Article of Organization.

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415 and 608.407, 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 MADISON MAX LLC.
2. The name and the Florida street address registered agent and registered office are:

Todd W. Kliston  
8211 West Broward Boulevard  
Suite 375  
Plantation, FL 33324

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.

  
Todd W. Kliston

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TROIKA SALES INC

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January 12, 2005

Todd W. Kliston, Esquire  
8211 West Broward Boulevard  
Suite 375  
Plantation, FL 33324

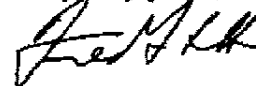
Re: Madison Max LLC

Dear Todd:

This is to request that you form a Limited Liability Company by executing and filing on our behalf with the Florida Department of State Articles of Organization of Madison Max LLC in the form and containing the information which you determine to be appropriate and necessary. You may rely on this authority in filing those Articles of Organization.

Thank you for your attention to this matter.

Very truly yours,



Fred Fishbein



Ira B. Leitner

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