

#59

Apr. 11. 2005 11:21 AM PST

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : GERALD WEINBERG, P.C.
Account Number : 120030000043
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PLANET FIVE USA,LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PLANET FIVE USA, LLC

ARTICLE II - Address:

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

Principal Office Address:

9485 Regency Square Boulevard
Suite 107
Jacksonville, FL 32225

Mailing Address:

9485 Regency Square Boulevard
Suite 107
Jacksonville, FL 32225

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

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

Jon Horowitz

Name

9485 Regency Square Boulevard

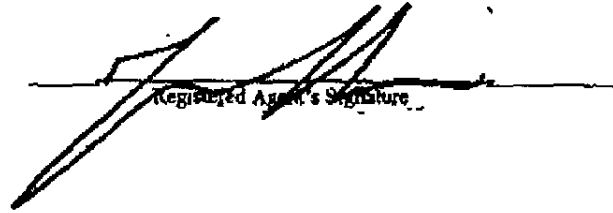
Florida street address (P.O. Box **NOT** acceptable)

Jacksonville FL 32225

City, State, and Zip

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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 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> | <u>Name and Address:</u> |
|--------------------------|--|
| "MGR" = Manager | |
| "MGRM" = Managing Member | |
| <u>MGRM</u> | <u>Paul Rohan</u> <u>7311 Ramoth Drive</u> <u>Jacksonville, FL 32226</u> |
| <u>MGRM</u> | <u>Michael Malka</u> <u>91 East Linden Avenue</u> <u>Englewood, New Jersey 07631</u> |
| <u>MGRM</u> | <u>Gary Abrahams</u> <u>131 Regatta Boulevard</u> <u>Jupiter, FL 33477</u> |
| <u>MGRM</u> | <u>Gregory L. Laubach</u> <u>1378 Kersey Lane</u> <u>Rockville, MD 20854</u> |
| <u>MGRM</u> | <u>Jon D. Horowitz</u> <u>354 Winthrop Road</u> <u>Teaneck, NJ 07666</u> |

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



 Signature of a member or 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.)

Jon D. Horowitz

 Typed or printed name of signee

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