

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

EFFECTIVE DATE

05/24/05

LIMITED LIABILITY COMPANY

Garibaldi Partners LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Garibaldi Partners LLC

### Article II. Address

The Company's street and mailing address is:  
Garibaldi Partners LLC  
750 West California Avenue  
Absecon NJ 08201

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Fox Rothschild LLP  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401

FILED  
2005 MAY 26 AM 10:56  
DIJON L. CORP. REGISTRARS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
05/26/05

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

William Downey, Esq.  
Fox Rothschild LLP  
1301 Atlantic Avenue  
Suite 400  
Atlantic City NJ 08401  
609-572-2251

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

THOMAS A. CIRIGNANO  
750 West California Avenue Absecon NJ 08201  
MARK GROF  
750 West California Avenue Absecon NJ 08201

Article VII. Company Existence

The Company's existence shall begin effective as of May 26, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on May 26, 2005.



WILLIAM DOWNEY, ESQ.  
by D. Stoutt as attorney-in-fact

William Downey, Esq.  
Fox Rothschild LLP  
1301 Atlantic Avenue  
Suite 400  
Atlantic City NJ 08401  
609-572-2251

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**STATEMENT OF REGISTERED AGENT**

**LIMITED LIABILITY COMPANY:**

**Garibaldi Partners LLC**

**REGISTERED AGENT/OFFICE:**

**Fox Rothschild LLP  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**FOX ROTHSCHILD LLP**  
by D. Stoutt as attorney-in-fact

Date:  
5/26/05.

William Downey, Esq.  
Fox Rothschild LLP  
1301 Atlantic Avenue  
Suite 400  
Atlantic City NJ 08401  
609-572-2251

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