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SECRETARY OF STATE
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Steel City Holdings, LLC

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
Steel City Holdings, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the limited liability company shall be: **Steel City Holdings, LLC**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 111 NE 1st Street, 9th Floor, Miami, Florida 33132.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Guy Meurrens, 111 NE 1st Street 9th Floor, Miami, Florida 33132. Located in the County of Miami Dade.

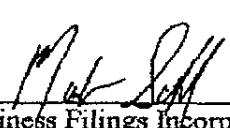
ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2045.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the names and addresses of the members of the Limited Liability Company are:

Guy Meurrens, 111 NE 1st Street, 9th Floor, Miami, Florida 33132
Raymond Fisher, 5220 Butler Street, Pittsburgh, Pennsylvania 15201
Benjamin Marcus, 843 Longridge Road, Oakland, California 94610


Business Filings Incorporated, Organizer

Mark Schiff, AVP

Authorized Representative

Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr. Suite 200,
Madison, WI 53717

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

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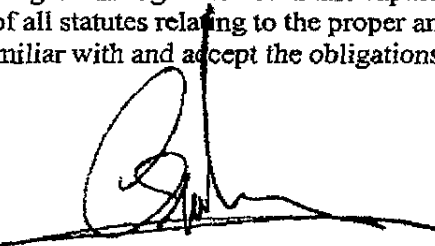
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, STATE
THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: **Steel City Holdings, LLC**

The name and address of the registered agent and office is Guy Meurrens, 111 NE 1st
Street, 9th Floor, Miami, Florida 33132. Located in the County of Miami Dade.

Having been named as registered agent and to accept service of process for the above
stated 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.

Signature:



Guy Meurrens

Date: May 24, 2005

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