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LIMITED LIABILITY COMPANY

MARGULIES ARTWORK GENERAL PARTNER, LLC

W/06/15/05

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**ARTICLES OF ORGANIZATION
of
MARGULIES ARTWORK GENERAL PARTNER, LLC**

The undersigned member hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I.
COMPANY NAME**

The name of the limited liability company is:

MARGULIES ARTWORK GENERAL PARTNER, LLC

**ARTICLE II.
COMMENCEMENT AND TERM OF EXISTENCE**

This limited liability company shall have a perpetual existence.

**ARTICLE III.
MAILING ADDRESS OF COMPANY**

The mailing address of this limited liability company is:

445 Grand Bay Drive
Key Biscayne FL 33149

**ARTICLE IV.
STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

445 Grand Bay Drive
Key Biscayne FL 33149

**ARTICLE V.
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

BSPA Corporate Services, Inc.
350 East Las Olas Boulevard
Suite 1000
Fort Lauderdale, FL 33301

PO2-63348

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TALLAHASSEE

This Instrument Prepared by
Thomas O. Wells
Bar # 0785148
200 S. Biscayne Blvd. #1000
Miami, Florida 33131
Telephone: 305-755-9500

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**ARTICLE VI.
MEMBERS**

The members shall be entitled to admit additional members in accordance with the Operating Agreement. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Article of Organization and Operating Agreement of the Company then in existence.

**ARTICLE VII.
DISSOLUTION OF COMPANY**

Notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not dissolve except as otherwise provided in the Operating Agreement.

**ARTICLE VIII.
MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified.

Katherine Hinds
445 Grand Bay Drive
Key Biscayne FL 33149

**ARTICLE IX.
RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 14th day of June, 2005.

MEMBER:
Margulies 2006 Children's Trust

By: *Katherine Hinds*
Katherine Hinds, as Trustee

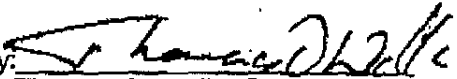
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ACCEPTANCE AS REGISTERED AGENT:

The undersigned hereby accepts the appointment as registered agent of Margulies Artwork General Partner, LLC, a Florida limited liability company (the "Company") and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 608, Florida Statutes.

**REGISTERED AGENT
BSPA Corporate Services, Inc.**

By: 
Thomas O. Wells, Esq., Vice President

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TALLAHASSEE