

Division of Corporations

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**LIMITED LIABILITY COMPANY**

**M & S Investment Properties, LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
OF  
M & S INVESTMENT PROPERTIES, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of Chapter 608 of the Florida Statutes (including all amendments and/or supplements thereto and collectively known and identified as the "Florida Limited Liability Company Act" and hereinafter referred to as the "Act") hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company shall be "M & S Investment Properties, LLC" (hereinafter referred to as the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 18 Snowdrop Drive, New City New York 10956.

ARTICLE III - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324; and the name of the registered agent for service of process of the Company at such address is CT Corporation System.

ARTICLE IV - MANAGERS

The name and address of each Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGR	Doug Steinberg 18 Snowdrop Drive New City, NY 10956

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MGR

Lilli Steinberg  
18 Snowdrop Drive  
New Gry, NY 10956

#### ARTICLE V - DURATION

The Company shall commence its existence upon the filing of these Articles of Organization (hereinafter referred to as the "Articles") with the Secretary of State of the State of Florida and will continue in existence thereafter until December 31, 2050, unless sooner terminated pursuant to any provisions of the Company's Operating Agreement or the Act.

#### ARTICLE VI - PURPOSES AND POWERS

The purposes of the Company will be to engage in any lawful act or activity for which limited liability companies may be formed under the Act. In furtherance of the purposes of the Company, the Company shall have the power to do any and all other things necessary or desirable to implement the foregoing and as otherwise provided in or contemplated by these Articles and in connection therewith the Company shall have, and may exercise, any and all powers conferred upon limited liability companies pursuant to the Act.

#### ARTICLE VII - LIABILITY

None of the Members, the Managers nor the Board of Managers (as such terms are defined in the Company's Operating Agreement) shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company except as expressly provided in the Company's Operating Agreement.

#### ARTICLE VIII - OPERATING AGREEMENT

Except as otherwise expressly provided in these Articles, the respective rights, duties, benefits and obligations of the Members shall be as set forth in the Operating Agreement adopted by the Members. Each Member shall upon admission to the Company, subscribe such Operating Agreement, as from time to time amended, and any person and/or entity acquiring Units (as defined in the Operating Agreement and howsoever acquired) shall be and be deemed, upon such acquisition, to have agreed to be bound by the terms and conditions of these Articles and the Operating Agreement.

ARTICLE IX - AMENDMENT

Subject to the provisions of the Operating Agreement, the Company reserves the right to amend, modify or repeal any of the provisions contained herein or in the Operating Agreement in the manner herein and therein respectively provided; and any right conferred upon the Members is subject to such reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23 day of August, 2005

  
Doug Steinfberg

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 of the Florida Statutes

CT Corporation System

By   
Registered Agent's Signature

Sohan Dindyal  
Vice President