

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

Nexus Holdings, LLC

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|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
NEXUS HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is NEXUS HOLDINGS, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 1785 Swarthmore Avenue, Lakewood, NJ 08701.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

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

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Richard E. Schatz | Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 150 West Flagler Street Suite 2200 Miami, FL 33130 |

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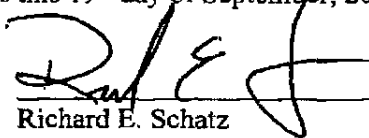
ARTICLE VII
MANAGEMENT

The Company is to be managed by its members. The managing members shall be:

Eli Weinstein
1785 Swarthmore Avenue
Lakewood, NJ 08701

Jeremy Green
3814 NE Miami Court
Miami, FL 33137

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles
of Organization for the foregoing uses and purposes this 19th day of September, 2005.



Richard E. Schatz
Authorized Representative of Members

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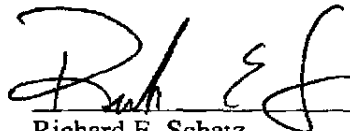
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is Nexus Holdings, LLC.
2. The name and street address of the registered agent and office are:

Richard E. Schatz
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street
Suite 2200
Miami, FL 33130

Dated: September 19, 2005


Richard E. Schatz
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: September 19, 2005


Richard E. Schatz, Registered Agent

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