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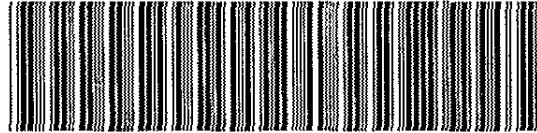
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# FOX • ROTHSCHILD<sub>LLP</sub>

ATTORNEYS AT LAW

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DANIEL S. OJSERKIS  
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October 10, 2006

## VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Zacarelli International LLC

Dear Sir or Madam:

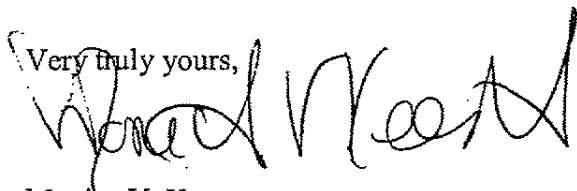
Enclosed please find for filing the attached Articles of Organization for the formation of the above captioned entity along with a check in the amount of \$155.00 made payable to the Florida Department of State.

Please return all correspondence concerning this matter to:

Michael Viscount,  
c/o Fox Rothschild, LLP  
1301 Atlantic Avenue, Suite 400  
Atlantic City, New Jersey, 08401

For any further information, please contact Michael Viscount, Esq. at (609) 572-2227 or Monica Keena, Paralegal at (609) 572-2265.

Very truly yours,



Monica V. Keena  
Paralegal for Michael Viscount, Esq.

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**ARTICLES OF ORGANIZATION  
OF  
ZACARELLI INTERNATIONAL LLC**

The undersigned member, for the purpose of forming a limited liability company under the Florida Limited Liability act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization:

**ARTICLE I – NAME**

The name of the limited liability company is ZACARELLI INTERNATIONAL LLC (the "Company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company is 3100 South Ocean Blvd., Apt. 406N, Palm Beach, Florida 33480

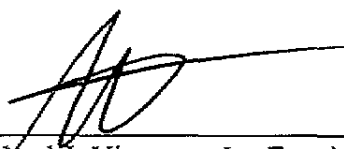
**ARTICLE III – REGISTERED AGENT**

The name of the registered agent of the Company in the State of Florida is Michael Viscount, Esq. c/o Fox Rothschild, LLP, and his street and mailing address is Esperante Building, 222 Lakeview Avenue, Suite 700, West Palm Beach, Florida 33401.

**ARTICLE IV – MANAGEMENT**

The name and address of the Managing Member is Nestor Zicarelli whose address is 3100 South Ocean Blvd., Apt. 406N, Palm Beach, Florida 33480.

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and affirmative these Articles of Organization, under the penalties of perjury, as the duly authorized representative of a member of the Company at Atlantic City, New Jersey this 10<sup>th</sup> day of October, 2006.

  
\_\_\_\_\_  
Michael J. Viscount, Jr., Esquire  
as Authorized Representative

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to designate the registered office and agent in the State of Florida, as set forth in Article III of the foregoing Articles of Organization.

1. The name of the limited liability company is: ZACARELLI INTERNATIONAL LLC.
2. The name of the registered agent in the State of Florida is:  
  
Michael J. Viscount, Jr., Esquire
3. The address of the registered agent in the State of Florida is:

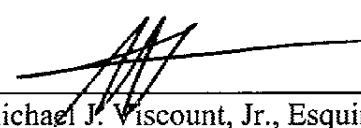
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\_\_\_\_\_  
Michael J. Viscount, Jr., Esquire  
Authorized Representative

Date: October 10, 2006

Having been named to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608.415.

  
\_\_\_\_\_  
Michael J. Viscount, Jr., Esquire

Date: October 10, 2006