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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-31
[Signature]

October 25, 2006

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Melnic LLC

To Whom It May Concern:

Enclosed herewith please find a cover letter together with Articles of Organization to be filed on behalf of Melnic LLC. Also enclosed is a check in the amount of \$130 to cover the filing fees.

Please do not hesitate to contact me should you have any questions regarding this matter.

Very truly yours,



Herbert J. Heimerl, III

HJHIII/pb
Enclosures

150 YEARS OF LOOKING AHEAD
HARRIS BEACH PLC
ATTORNEYS AT LAW
LARKIN AT EXCHANGE
726 EXCHANGE STREET, SUITE 1000
BUFFALO, NY 14210
(716) 200-5050

HERBERT J. HEIMERL, III

DIRECT: (716) 200-5107
FAX: (716) 200-5203
HHEIMERL@HARRISBEACH.COM

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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MELNIC LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert J. Heimerl, III

(Name of Person)

Harris Beach PLLC

(Firm/Company)

726 Exchange Street, Suite 1000

(Address)

Buffalo, New York 14210

(City/State and Zip Code)

For further information concerning this matter, please call:

Herbert J. Heimerl, LLL

(Name of Person)

at (716) 200-5107

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee & Certificate of Status & Certified Copy (additional copy is enclosed) |
|--|--|---|--|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MELNIC LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

726 Exchange St, Ste. 1000
Buffalo, New York 14210

Mailing Address:

726 Exchange St, Ste. 1000
Buffalo, New York 14210

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Nancy Craig
Name

450 Launch Circle Unit 301
Florida street address (P.O. Box **NOT** acceptable)

Naples FL 34108
City, State, and Zip

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TALLAHASSEE, FLORIDA

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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, 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, F.S..

Nancy L. Craig
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Herbert J. Heimerl, III

726 Exchange Street, Suite 1000

Buffalo, New York 14210

MGRM

Phil Nobel

716 Lafayette Avenue

Buffalo, New York 14222

(Use attachment if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

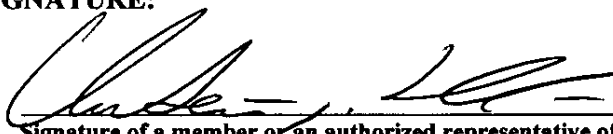
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ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Herbert J. Heimerl, III

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)