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LAW OFFICES  
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Steven L. Daniels  
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MEMBER OF INTERNATIONAL  
LAWYERS NETWORK

December 8, 2006

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Mariners Mall, LLC

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Organization for the above-referenced company, and a check in the amount of \$130.00 representing the filing fee, the registered agent fee and the cost of a certificate of status. Please return the filed certificate of status to the undersigned in the return FedEx envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk  
Enclosures

cc: Mark Efron

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**ARTICLES OF ORGANIZATION**  
**OF**  
**MARINERS MALL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be MARINERS MALL, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

c/o Mr. Mark Efron  
1005 Del Harbour Drive  
Delray Beach, FL 33483

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire  
Arnstein & Lehr LLP  
515 No. Flagler Drive, 6<sup>th</sup> Floor  
West Palm Beach, FL 33401

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## **ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS**

Each Member shall receive the number of ownership units as set forth in Exhibit "A" attached hereto. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

## **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

## **ARTICLE VIII -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

## **ARTICLE IX -- MANAGEMENT**

The Company shall be managed by its Managing Member. The name and address of the Managing Member of the Company is:

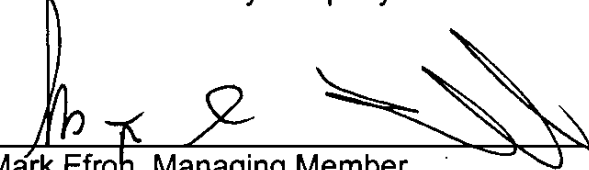
Mr. Mark Efron  
1005 Del Harbour Drive  
Delray Beach, FL 33483

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The amendment of these Articles of Organization shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Florida, on this 21 day of November, 2006.

MARINERS MALL, LLC,  
a Florida limited liability company

By:   
Mark Efron, Managing Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 21 day of November, 2006 by Mark Efron, as Managing Member of MARINERS MALL, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public

Commission No: Steve Daniels

Commission expires: \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First -- That MARINERS MALL, LLC has named Steven L. Daniels, who is located at Arnstein & Lehr LLP, 515 North Flagler Drive, 6<sup>th</sup> Floor, City of West Palm Beach, County of Palm Beach, State of Florida, 33401, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

Steven L. Daniels

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**EXHIBIT A**

**MEMBER and ADDRESS:**

**UNITS:**

Mark Efron  
1005 Del Harbour Drive  
Delray Beach, FL 33483

100

Marilyn Efron  
1005 Del Harbour Drive  
Delray Beach, FL 33483

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