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Subject:

From: Patricia

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

COHENHEADS INVESTMENTS, LLC

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**ARTICLES OF ORGANIZATION
OF
COHENHEADS INVESTMENTS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is COHENHEADS INVESTMENTS, LLC (the "Company").

ARTICLE II. PERIOD OF DURATION

The duration of the Company shall be perpetual, subject to termination in accordance with the Company's Operating Agreement or by the written agreement of the members.

ARTICLE III. ADDRESS

The mailing address and street address of the principal office of the Company is 2480 N.W. 41st Street, Boca Raton, Florida 33431.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is Dan N. Cohen, 2480 N.W. 41st Street, Boca Raton, Florida 33431.

ARTICLE V. MANAGING MEMBER

The business of the Company shall be conducted, carried on and managed by the Managing Member. The name and address of the initial Managing Member is Dan N. Cohen, 2480 N.W. 41st Street, Boca Raton, Florida 33431.

ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managing Member of the Company.

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IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 15th day of December, 2006.



DAN N. COHEN

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

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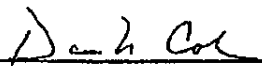
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF COHENHEADS INVESTMENTS, LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, COHENHEADS INVESTMENTS, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is COHENHEADS INVESTMENTS, LLC.
2. The name of the registered agent and the address of the registered office are:

Dan N. Cohen
2480 N.W. 41st Street
Boca Raton, Florida 33431

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 in Chapter 608, F. S.



DAN N. COHEN

Dated: 12/15/06

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