

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L08000069271
FILED 8:00 AM
July 17, 2008
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:

CPS ACQUISITION, LLC

Article II

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

605 THIRD AVENUE
41ST FLOOR
NEW YORK, NY. 10158

The mailing address of the Limited Liability Company is:

605 THIRD AVENUE
41ST FLOOR
NEW YORK, NY. 10158

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

KARSCH LAW FIRM, P.A.
350 CAMINO GARDENS BOULEVARD
SUITE 102
BOCA RATON, FL. 33432

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.

Registered Agent Signature: MICHAEL D. KARSCH

Article V

The name and address of managing members/managers are:

Title: MGR
MARVIN B SEGAL
605 THIRD AVENUE
NEW YORK, NY. 10158

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Signature of member or an authorized representative of a member

Signature: MICHAEL KARSCH