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From:

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CO-PAST HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
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J. BRYAN

AUG 27 2008

EXAMINER

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ARTICLES OF ORGANIZATION

OF

CO-PAST HOLDINGS, LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company is Co-Past Holdings, LLC.

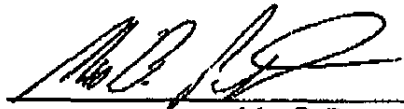
ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 330 East 72<sup>nd</sup> Street, Unit 8, New York, NY 10021 Attention: Frank Cohen.

The street address of the initial registered office of the limited liability company is in care of Harry M. Cohen, 2611 Bayshore Boulevard, Unit 1203, Tampa, Florida 33629, and the name of the initial registered agent of the limited liability company at that address is Harry M. Cohen.

ARTICLE III. TERM OF EXISTENCE

This limited liability company is to exist perpetually.



Max B. Pastor, Member

*Signature of a member or 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.)

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## CERTIFICATE OF DESIGNATION OF

## REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Co-Past Holdings, LLC.
2. The name and address of the registered agent and office is:

Harry M. Cohen  
2611 Bayshore Boulevard, Unit 1203  
Tampa, Florida 33629

*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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

  
Harry M. Cohen

August 26, 2008

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