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(Address) <u>TALLAHASSEE, FL 32301 (904) 681-6528</u> (City, State, Zip) (Phone #)	OFFICE USE ONLY SIDICIO 1 5 1 9 8 0 9 -DE/21/9501095009
CORPORATION NAME(S) & DOCUMENT NU 1. <u>M. A. Berman & Comp</u> (Corporation Name)	
2. <u>{Corporation Name}</u> 3. <u>{Corporation Name}</u>	(Document #)
4. (Corporation Name)	(Document #) Certified Copy ARTICLES ONLY Certificate of Status
Profit Amendment NonProfit Resignation o	DMENTS CERTIFICATE OF GOOD STANDING Certificate of FICTICIOUS NAME Of R.A., Officer/Director gistered Agent CORP SEARCH fithdrawal
Other Merger OTHER FILNGS Annual Report	TION
Fictitious Name Name Reservation Reinstatemen Trademark	

CR2E031(9/92)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY



2

ARTICLE I - Name:

The name of the Limited Liability Company is:

M. A. BERMAN & COMPANY L.C.

ARTICLE II - Address:

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

433 Plaza Real, Suite 355, Boca Raton, Florida 33432

ARTICLE III - County of Office

The county in which the principal office of the Limited Liability Company is:

Palm Beach

ARTICLE IV - Duration:

The period of duration for the Limited Liability Company shall be:

Thirty years from the date of filing of the Articles of Organization with the Florida Secretary of State, unless the Company is dissolved sooner pursuant to the Operating Agreement or the Florida Limited Liability Company Act

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager and the name and address of the manager is:

MEYER A. BERMAN, 433 Plaza Real, Suite 355, Boca Raton, Florida 33432 (407) 447-4800

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MEYER A. BERMAN, 433 Plaza Real, Suite 355, Boca Raton, Florida 33432 (407) 447-4800

ARTICLE VI - Admission of Additional Mombors:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

A Person may be admitted as a Member after the date of the Operating Agreement upon the vote or written consent of a majority of Membership Interests.

ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the romaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Unless within one hundred eighty days after such event the Company is continued by the vote or written consent of a majority in interest of all the remaining members, the Company shall be dissolved and its affairs shall be wound up.

Dated: June 1, 1995

EYER A. BERMAN

1

AFFIDAVIT OF MEMDERSHIP AND CONTRIBUTIONS

. . . .

The undersigned member of M. A. BERMAN & COMPANY L.C. deposes and says:

1. the above named limited liability company has at least two members;

2. the total amount of cash contributed by the members is at least \$500,000;

3. there is no other contributed property other than the cash contributed by members as stated above;

Dated: June 1, 1995

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BERMAN

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: M.A. BERMAN & COMPANY L.C.

2. The name and address of the registered agent and office is :

MEYER A. BERMAN 433 Plaza Real, Suite 355, Boca Raton, Florida 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.

Dated: June 1, 1995

MEYER BERMAN

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LIMIT	ED LIABILITY COMPANY		Sandra	1 D. M	ENT OF STATE] !		
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-	Will wait Photocopy	Certificate of Status
NEW FILINGS		
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
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CR2E031(1.95)		Examiner's Initials

M. A. BERMAN CO. 433 Plaza Real, Suite 355 Boca Raton, FL 33432-3954

Member NASD & SIPC

tel: (561) 447-4800 fax: (561) 447-4850

January 15, 1997

VIA AIRBORNE EXPRESS AIRBILL # 1022456772

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

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for M.A. Berman & Company L.C.. This Company was organized on June 20, 1995 by Meyer A. Berman.

I have enclosed a check in the amount of \$61.25 which includes the fee for the dissolution and the \$8.75 fee for a certificate of status.

Very truly yours,

Rebornh N. Kormen

Deborah N. Korman

•	ARTICLES OF DISSOLUTION
	FOR
A FLO	RIDA LIMITED LIABILITY COMPANY

JAN IT ED

1. The name of the limited liability company is <u>M.A. BERMAN & COMPANY L</u>.

V.

. ".

- 2. The effective date of the limited liability company's dissolution is ______
- 3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

M.A. Berman & Company L.C. is being dissolved upon the unanimous

written agreement of all the members.

4. CHECKONE:

- All debts, obligations and liabilities of the limited liability company have been paid or discharged. -OR-
 - Adequate provision has been made for the debts, obligations and liabilities pursuant to 608,4421.
- 5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. CHECKONE:

There are no suits pending against the company in any court. -OR-

Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Signatures of all members :

Signature

mun

Typed or Printed name

Meyer A. Berman

Patricia Berman