

L9500000776



ACCOUNT NO. : 072100000032

REFERENCE : 697045 86901H

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 337.50

ORDER DATE : October 3, 1995

ORDER TIME : 10:41 AM

ORDER NO. : 697045

700001588687

CUSTOMER NO: 86901H

CUSTOMER: Ms. Rene Payne
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
830 Bear Tavern Road
Suite 305
Trenton, NJ 086281020

FILED
95 OCT -5 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 OCT -5 11:30

DOMESTIC FILING

NAME: MISS MARBLES PARLOUR, L.C.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

W95-19773

SAB
10/16/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MISS MARBLES PARLOUR, L.C.
Ref. Number: W95000019773

We have received your document for MISS MARBLES PARLOUR, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The member signature on the affidavit page must be notarized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00045126

**ARTICLES OF ORGANIZATION OF
MISS MARBLES PARLOUR, L.C.
UNDER SECTION 608.407 OF THE LIMITED LIABILITY COMPANY LAW**

FILED
95 OCT -5 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby executes the within articles of organization in order to form a limited liability company under Section 608.407 of the Limited Liability Company Law.

ARTICLE I - NAME

The name of the limited liability company is Miss Marbles Parlour, L.C.

ARTICLE II - DURATION

The latest date on which the limited liability company is to dissolve is September 20, 2025.

ARTICLE III - ADDRESS

The initial address of the limited liability company's office is 3405 Eagle Avenue, Key West, Florida 33040.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is Dilys Winn, 3405 Eagle Avenue, Key West, Florida 33040.

ARTICLE V - MANAGEMENT

The limited liability company is to be managed by the members and the names and addresses of the managing members are:

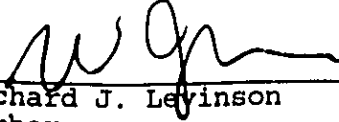
Dilys Winn

Richard J. Levinson

3405 Eagle Avenue
Key West, Florida 33040

Levinson, Axelrod, Wheaton
& Grayzel
P.O. Box 2905
Edison, NJ 08818


IN WITNESS WHEREOF, these Articles of Organization have
been signed this 26th day of September, 1995.


Richard J. Levinson
Member

Dated: September 24 1995

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.


Dilys Winn

Dated: September 20, 1995

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Miss Marbles Parlour, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash to be contributed by the members is \$100,000.00.
3. The total amount of property other than cash to be contributed by the members is \$0.
4. The total amount of cash and property to be contributed by the members is \$100,000.00. This amount includes the amounts set forth in paragraphs 2 and 3 hereof.


Richard J. Levinson
Member


Dated: October 5, 1995

STATE OF NEW JERSEY)
) SS.
COUNTY OF MIDDLESEX)


FILED
95 OCT -5 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Elizabeth M. Lanoue, a notary public in and for the County, and in the State aforesaid, DO HEREBY CERTIFY THAT Richard Levinson personally known to me to be a member of the Miss Marbles Parlour, L.C., a limited liability company organized under the laws of the State of Florida, and personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such he signed, sealed and delivered the said instrument pursuant to proper authority, as the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.

Sworn and subscribed before me
this 5th day of October, 1995.


ELIZABETH M. LANOUE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 21, 1997

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 96 MAR -4 PM 3:21 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company MISS MARBLES PARLOUR, L.C. 3405 EAGLE AVE. KEY WEST FL 33040		DOCUMENT #L95000000776 1a. Principal Place of Business Address 3405 EAGLE AVE. KEY WEST FL 33040 <i>315</i>			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business 502 OLIVIA ST. Suite, Apt. #, etc.		2a. Mailing Address POB 609 KEY WEST City & State FL		3. Date Organized or Qualified 10/05/1995	
City & State KEY WEST, FL		City & State FL		3a. State of Formation FL	
Zip 33040		Country MONROE		4. FEI Number 65-0609350	
Zip 33041		Country MONROE		5. Date of Last Report INITIAL YEAR	
7. Name and Address of Current Registered Agent WINN, DILYS 3405 EAGLE AVE. KEY WEST FL 33040		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	LEVINSON, RICHARD J	PO BOX 2905		EDISON NJ	
MGRM	WINN, DILYS	3405 EAGLE AVE.		KEY WEST FL	
000001734940 -03/07/96--01003--001 ****238.75 ****238.75					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.01(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <i>Dilys Winn</i> (DILYS WINN) (305) 296-6935 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>					