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PREMIER HILL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 983142 4377009

AUTHORIZATION : *Patricia Pizzuti*  
COST LIMIT : \$ 285.00

ORDER DATE : June 11, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 983142

CUSTOMER NO: 4377009

000001867720

CUSTOMER: Andrew Nichols, Esq  
ROSENSTOCK LOWE & NICHOLS

11 Martine Avenue

White Plains, NY 10606

DOMESTIC FILING

NAME: OMNIBERRY L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 19 PM 3:14

RECEIVED  
95 JUN 19 PM 12:  
DIVISION OF CORPORATIONS  
*6/19/96*

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 19 PM 3: 14

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

ONEBERRY L.L.C.

**ARTICLE II - Address:**

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

c/o Russell Beyer, Esq.  
2888 East Oakland Park Boulevard  
Ft. Lauderdale, Florida 33306

**ARTICLE III - Duration:**

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

**ARTICLE IV - Management:**

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Huckleberry, Ltd.  
c/o Russell Beyer, Esq.  
2888 East Oakland Park Boulevard  
Ft. Lauderdale, Florida 33306

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**ARTICLE V - Admission of Additional Members**

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

Additional Members shall only be admitted upon the unanimous consent of all then-existing Members

**ARTICLE VI - Members Rights to Continue Business**

The right, if given, of the remaining 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:

The business of the limited liability company shall continue notwithstanding the death, retirement, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, and upon the occurrence of any such event, the remaining Member(s) shall, upon unanimous approval, designate a successor Member to the Member whose interest is so terminated.

**NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.**

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_

HUCKLEBERRY L.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 member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000.00
- 5) the total amount of 2, 3, and 4 is \$ 5,100.00

Huckleberry, Ltd.

By: Marilyn Cromer

Signature of a member or authorized representative of a member.  
(In accordance with section 608.400(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)

Marilyn Cromer,  
President

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.607, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: ONCEBERRY L.L.C.

2. The name and address of the registered agent and office is:  
The Prentice-Hall Corporation System, Inc.

(Name)  
1201 Hays Street, Suite 105  
Tallahassee, FL 32301 (P.O. Box or Mail Drop Box **NOT** acceptable)  
(City/State/Zip)

*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.*

BY: Patricia Pigitt  
(Signature)

6-19-96  
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent