

Charter Number Only

L 9600000 757

7/16/96.

Diane

LEVINE & EVANS.

Regulator's Name

328 MINORCA AVE. 1 Floor

Address

Coral Gables FL 33134

City

State

ZIP

Phone

446-7674 B

VALIDATION ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 17 PM 1:45

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CORPORATION(S) NAME

First SDK Development, L.C.

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other LLC |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Pick Up | | |

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W.P. Verifier

K. CHESSEY JUL 17 1996
CERTIFIED COPY

ARTICLES OF ORGANIZATION**OF****FIRST SDK DEVELOPMENT, L. C.,
a Limited Liability Company**

We, the undersigned, for the purposes of forming a Limited Liability Company, for profit, pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company shall be:

FIRST SDK DEVELOPMENT, L. C.

**ARTICLE II
DURATION**

This limited liability company shall have a period of duration of thirty (30) years from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

**ARTICLE III
PURPOSE**

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

**ARTICLE IV
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of this limited liability company in the State of Florida shall be: 328 Minorca Avenue, Coral Gables, Florida 33134.

The name and address of the registered agent shall be:

Laurie P. Evans
328 Minorca Avenue
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

The managers of this limited liability company may, from time to time, move the principal or registered office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company.

ARTICLE V
AUTHORITY TO EXECUTE DOCUMENTS

Kenneth A. Gruber is hereby appointed as the member authorized to execute such documents on behalf of this limited liability company to encumber, convey, sell, mortgage, lease or otherwise deal with this limited liability company's real property.

ARTICLE VI
ADDITIONAL MEMBERS

The members of this limited liability company may admit additional members only upon unanimous consent of all then existing members.

ARTICLE VII
CONTINUATION OF BUSINESS

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company, upon unanimous agreement of the remaining members.

ARTICLE VIII
MANAGEMENT

Management of the Company is reserved to the members. The names and addresses of the members are:

<u>Name</u>	<u>Address</u>
Kenneth A. Gruber	<u>26-L 1106b Hill</u> <u>Roseland, N.J. 07068</u>
David J. Gruber	<u>5 Birch Tree Lane</u> <u>Livingston, N.J. 07037</u>
Susan L. Gruber	<u>1 Horizon Rd</u> <u>Apt. 1021</u> <u>Fort Lee, N.J. 07024</u>

ARTICLE IX
AMENDMENT AND REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal these Articles of Organization and the Regulations governing this limited liability company shall be vested in the members of the company and the vote shall be by all of the ownership interest in the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15 day of July, 1996.

 (Seal.)
KENNETH A. GRUBER, Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

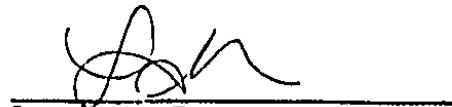
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, First SDK Development, L. C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, State of Florida, has named Laurie P. Evans as its agent to accept service of process within Florida.


Kenneth A. Gruber, Member

July 15, 1996

I, having been named to accept service of process for the above-stated limited liability company at the place designated in this certificate, hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Laurie P. Evans
328 Minorca Avenue
Coral Gables, FL 33134

AFFIDAVIT

STATE OF NEW JERSEY
COUNTY OF Cosx

The undersigned, being a member of FIRST SDK DEVELOPMENT, L. C., a Florida limited liability company, certifies as follows:

1. The limited liability company has at least two (2) members.

2. The amount of cash contributed by the members is \$200,000.

3. A description and the agreed value of property other than cash contributed by the members are as follows:

N/A

4. The amount anticipated to be contributed by the members is \$200,000.

Further Affiant sayeth not.

Kenneth A. Gruber (Seal)
Kenneth A. Gruber

SWORN TO and subscribed before me this 15th day of July, 1996, by KENNETH A. GRUBER, who is personally known to me or produced driver's license as identification.

Wacy L. White
Notary Public, State of New Jersey

My commission expires:

[notary seal]

WACY L. WHITE
A Notary Public of New Jersey
My Commission Expires April 23, 1997

FILED
06 JUL 17 PM 1:45
CLERK OF STATE
TALLAHASSEE, FLORIDA