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MIAMI, FL 33130  
904-971-0000  
904-2-0191 FAX

**L96000000874**

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96 AUG 15 AM 11:29

PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032  
DIVISION OF CORPORATION  
REFERENCE : 054579 9931A

AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : August 15, 1996  
ORDER TIME : 9:54 AM  
ORDER NO. : 054579  
CUSTOMER NO: 9931A

CUSTOMER: Lawrence H. Rogovin, Esq  
LAWRENCE H. ROGOVIN, ESQ  
  
Suite 125  
1031 Ives Dairy Road  
Miami, FL 33179

FILED  
STATE  
CORPORATIONS  
96 AUG 15 PM 3:27

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-08/20/96--01114--024  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: ALAN COHEN DESIGN GROUP, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED LIABILITY CORP

285.00 F.F.  
52.50 C.C.  
337.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: *dy*  
*8/15/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG 15 PM 3:27

ARTICLES OF ORGANIZATION  
OF  
ALAN COHEN DESIGN GROUP, L.C.

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I - NAME

The name of this limited liability company shall be: ALAN COHEN DESIGN GROUP, L.C.

ARTICLE II - DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of Organization, and shall be perpetual.

ARTICLE III - PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

- 1 -

ARTICLE IV - ADDRESS

The address of the place of business of the limited liability company in the State of Florida is 373 Ansin Boulevard, Hallandale, FL 33009, and the name and address of its Initial Registered Agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33009.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon such terms and conditions as they may determine.

ARTICLE VI - CONTINUITY OF BUSINESS

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

ARTICLE VII - MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

- (1) Alan D. Cohen, 373 Ansin Boulevard, Hallandale, FL 33009.

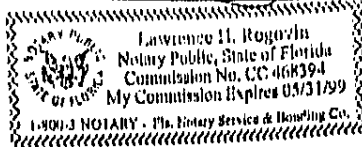


STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 14th day of August, 1996 by ANDREW NECKOWITZ, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC - State of Florida  
Print Name: \_\_\_\_\_

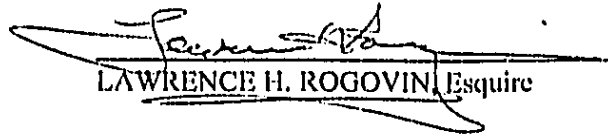
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT 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. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: August 14, 1996

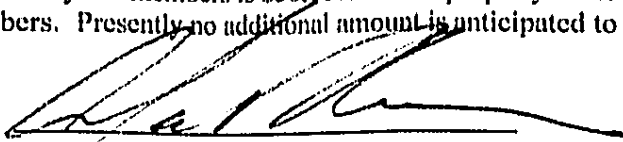
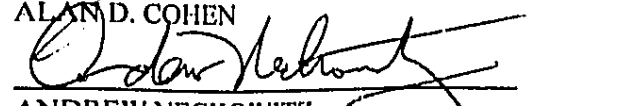
  
LAWRENCE H. ROGOVIN Esquire

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
ALAN COHEN DESIGN GROUP, L.C.

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF BROWARD    )

ALAN D. COHEN and ANDREW NECKOWITZ, being severally duly sworn, depose and say:

1. We are the sole members of ALAN COHEN DESIGN GROUP, L.C. and have personal knowledge of all facts set forth below.
2. The above named limited liability company has two members.
3. The total amount of cash contributed by the members is \$50,000.00. No property other than cash has been contributed by the members. Presently no additional amount is anticipated to be contributed by the members.

  
\_\_\_\_\_  
ALAN D. COHEN  
  
\_\_\_\_\_  
ANDREW NECKOWITZ

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 14th day of August, 1996 by





L960000000874

Mr. Andrew Neckowitz  
3705 NE 214th Street  
Aventura, FL 33180

January 9, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002218693--3  
-06/20/97--01090--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

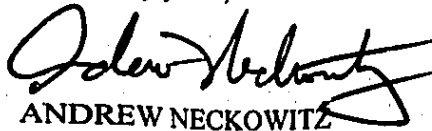
RE: ALAN COHEN DESIGN GROUP, L.C.

Gentlemen:

Enclosed for filing please find original and copy of my resignation as a member of the above-referenced Florida limited liability company, and my check payable to the order of the Department of State in the amount of \$87.50 in payment of the filing fee therefor.

Please file the original and return to me a date-stamped copy of the enclosure together with your certification that my resignation has been filed.

Very truly yours,

  
ANDREW NECKOWITZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 20 PM 2:22

APPROVED  
AND  
FILED



L960000000874  
Resubmitted  
Per  
15-02-9  
2800

RESIGNATION FROM ALAN COHEN DESIGN GROUP, L.C.

The undersigned, signatory to the Articles of Organization of Alan Cohen Design Group, L.C., a limited liability company organized under the laws of the State of Florida on August 15, 1996 (Document #L9600000874) hereby files his resignation as a member of said limited liability company.

IN WITNESS WHEREOF the undersigned has executed this Resignation as of 20 DAY OF  
August 1996.

  
\_\_\_\_\_  
ANDREW NECKOWITZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 20 PM 3:22

APPROVED  
AND  
FILED