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JONAS AND SILBERMAN, P.A.

ATTORNEYS AT LAW  
CITY NATIONAL BANK BUILDING  
300 7th STREET, SUITE 405  
MIAMI BEACH, FLORIDA 33141  
TELEPHONE (305) 866-7621  
FAX (305) 866-7003

DANIEL E. JONAS  
GARY SILBERMAN  
\*ADMITTED IN NEW YORK

ROYAL FLAGG JONAS  
OF COUNSEL

NEW YORK OFFICE:  
10 EAST 40th STREET  
40th FLOOR  
NEW YORK, NEW YORK 10016  
(212) 689-0707

August 28, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

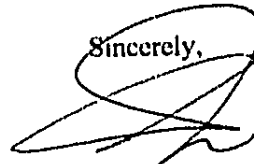
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-08/30/96 -01046--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Articles of Organization of Kanemax Limited Company,  
a Florida limited liability company

Dear Sir or Madam:

Enclosed herewith please find a check in the amount of \$337.50 payable to the Division of Corporation which represents the filing fee, certified copy and registered agent designation fee for the above referenced Florida limited liability company.

Sincerely,



Sandra C. Lopez, Paralegal  
JONAS & SILBERMAN, P.A.

/Enclosure

SEP 5 1996 BSB

FILED  
96 AUG 30 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
KANEMAX LIMITED COMPANY, A FLORIDA LIMITED  
LIABILITY COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that he and another have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I  
NAME

The name of the limited liability company shall be, Kanemax Limited Company, and its principal place of business shall be 2901 NE 185th St., North Miami Beach, FL 33180.

ARTICLE II  
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or as otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop,

improve, stabilize, strengthen, or extend the property and commercial interest thereof; and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to each member's capital contribution. The distributive share of the profits shall be determined and paid to the members as agreed upon by the members from time to time.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

### ARTICLE IV LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V  
DURATION

This limited liability company shall exist in for a period of thirty years, commencing with the filing of these articles with the Secretary of State.

ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be located at 2901 NE 185th St., North Miami Beach, FL 33180.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2901 NE 185th St., North Miami Beach, FL 33180, and the name of its initial registered agent at such address is Susie Yeh.

ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, 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, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

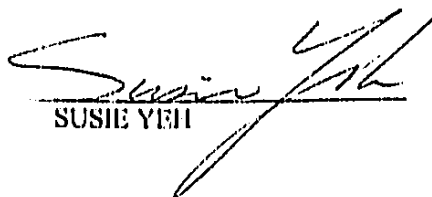
The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Kanemax Limited Company.

Executed by the undersigned at Miami Beach, Florida on July 31, 1996.

  
WEN-HSIU YUEH

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of Kanemax Limited Company, a Florida Limited Liability Company, and is familiar with, and accepts, the obligations of that position.

Dated this 24<sup>th</sup> day of July, 1996.

  
SUSIE YEH

FILED  
95 AUG 30 PM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DECLARATION IN SUPPORT OF ARTICLES OF  
ORGANIZATION OF KANEMAX LIMITED COMPANY**


STATE OF FLORIDA:

COUNTY OF DADE:

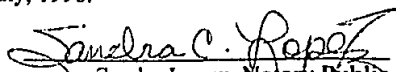
HAVING APPEARED before me, the undersigned authority, WEN-HSIU YUEH, who, known to me, after being duly sworn, deposes and states:

1. This affidavit is given pursuant to Section 608.407(2), Florida Statutes (1995), in support of the Articles of Organization of Kanemax Limited Company, a Florida Limited Liability Company.
2. Affiant has personal knowledge of all of the facts set forth herein.
3. Kanemax Limited Company has at least two members.
4. The members have contributed no cash, and property other than cash having a value of \$4,000,000.00. It is not anticipated that the members will make any further contributions.

FURTHER AFFIANT SAYETH NAUGHT.

  
WEN-HSIU YUEH

Subscribed to before me this 6 <sup>August 8th</sup> day of July, 1996.

  
Sandra Lopez, Notary Public  
State of Florida

