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1201 HAYS STREET
TALLAHASSEE, FL 32301-1007
904-22-0000 FAX

800-441-8086

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 088293 121767A

AUTHORIZATION :

COST LIMIT : \$ 337.50

96 SEP 17 AM 11:32

DESIGNATION OF ORGANIZATION

Patricia Projects

ORDER DATE : September 17, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 088293

200001949362

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SHERBON ENTERPRISES, L.C.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

96 SEP 17 PM 1:21
SECRETARY OF STATE
FILING CORPORATION

9/17/96

FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
26 SEP 17 PM 1:21

ARTICLES OF ORGANIZATION

OF

SHERBON ENTERPRISES, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is Sherbon Enterprises, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of filing of these Articles of Organization with the Florida Department of State. The Limited Liability Company shall exist perpetually unless sooner terminated as provided herein.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is c/o Rodd Sheradsky, Hubair, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314, Pembroke Pines, Florida 33084.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent *p+26Xof this Limited Liability Company is Rodd Sheradsky. The street address of the initial registered office of the Limited Liability Company in the State of Florida is Rodd Sheradsky, Hubair, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314.

ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$50,000.00 which shall be paid entirely in cash. Additional capital contributions are not required, but may be made in accordance with the terms of the Agreement of Operation of Sherbon Enterprises, L.C. as it may be amended from time to time.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Agreement of Operation of Sherbon Enterprises, L.C.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Death, insanity, bankruptcy, retirement or withdrawal of any Member who is an individual.

2. Dissolution or bankruptcy of any Member which is an entity.

3. Unanimous agreement of the Members to dissolve.

4. The sale of all or substantially all of the assets of the Limited Liability Company.

5. The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued

membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Members (representing at least a majority of the remaining interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

Rodd Sheradsky
11073 Topeka Place
Cooper City, Florida 33026

Russell Bonnell
1550 S.W. 139th Avenue
Davie, Florida 33325

ARTICLE X

RESTRICTION ON TRANSFER

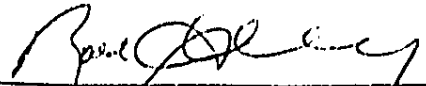
No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Limited Liability Company without the prior written consent of all other Members, except as provided in the Agreement of Operation of Sherbon Enterprises, L.C. as it may be amended from time to time.

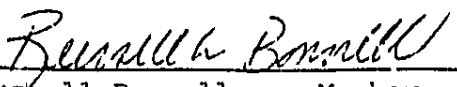
ARTICLE XI

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization effective this 13th day of September, 1996.

By: 
Rodd Sheradsky, as Member

By: 
Russell Bonnell, as Member

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, personally appeared Rodd Sheradsky, to me personally known of who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Articles of Organization of Sherbon Enterprises, L.C., a Florida limited liability company, as his free act and deed.

WITNESS my hand and official seal this 13 day of September, 1996.

Russell L. Bonnell

Rodd Sheradsky

[Signature]
Notary Public

Print Name:



My Commission Expires:

STATE OF Florida)
) SS:
COUNTY OF Broward)

~~BEFORE ME,~~ personally appeared Russell Bonnell to me personally known or who produced _____ as identification, and who did acknowledge to me that he executed the foregoing Articles of Organization of Sherbon Enterprises, L.C., a Florida limited liability company, as his free act and deed.

WITNESS my hand and official seal this 13 day of September, 1996.

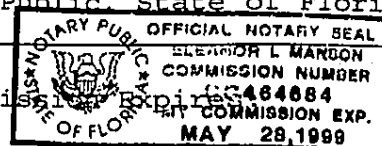
Russell L. Bonnell

Rodd Sheradsky

[Signature]
Notary Public, State of Florida

Print Name:

My Commission Expires



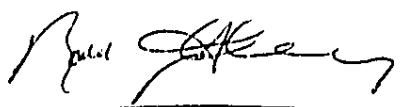
AFFIDAVIT OF MEMBER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The undersigned Affiant, being a Member of Sherbon Enterprises, L.C., a Florida limited liability company ("Company"), hereby deposes and says:

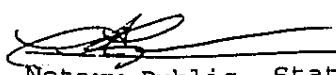
1. Affiant is a Member of Company.
2. Company has at least two members.
3. The amount of cash contributed to date by the members to Company is \$50,000.00. No property other than cash has been or is anticipated to be contributed.
4. The amount of cash which is anticipated to be contributed by the members to the Company in the future is \$90,000.00.

FURTHER AFFIANT SAYETH NAUGHT.



Rodd Sheradsky, as Member of
Sherbon Enterprises, L.C.

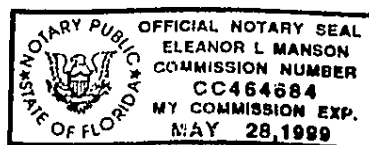
BEFORE ME, personally appeared Rodd Sheradsky, as Member of Sherbon Enterprises, L.C., a Florida limited liability company, to me personally known, and who acknowledged to me that he executed the foregoing Affidavit on behalf of Sherbon Enterprises, L.C., and did not take an oath.



Notary Public, State of Florida

Print Name: _____

F:\DATA\IMJG\SHERBON.AFF



CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

CLERK OF THE STATE
OFFICE OF CORPORATIONS
96 SEP 17 PM 1:21

Sherbon Enterprises L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Pembroke Pines, County of Broward, State of Florida, has named Rodd Sherodsky, Hubair, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

By: 

Rodd Sheradsky