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TO: DIVISION OF CORPORATIONS  
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212) 431-5000  
(212) 431-1441

FAX #:

NAME: MICHELSTEIN ENTERPRISES LLC

AUDIT NUMBER.....H96000017889

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
MICHELSTEIN ENTERPRISES LLC**

**ARTICLE I - NAME:**

The name of the Limited Liability Company is: MICHELSTEIN ENTERPRISES LLC

**ARTICLE II - ADDRESS:**

The mailing address and street address of the principal office of the Limited Liability Company is: 6895 Rainforest Drive, Boca Raton, FL 33434.

**ARTICLE III - DURATION:**

The period of duration for the Limited Liability Company shall be Perpetual.

**ARTICLE IV - MANAGEMENT:**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: MARTIN MICHELSTEIN MD, 6895 Rainforest Drive, Boca Raton, FL 33434.

**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:

N/A

**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:

N/A

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

PURSUANT TO THE PROVISIONS OF SECTION 608.413 OR 608.507, 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: **MICHELSTEIN ENTERPRISES I.L.C.**
2. The name and address of the registered agent and office is:

**Martin Michelstein MD  
6895 Rainforest Drive, Boca Raton, FL 33434**

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, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the responsibilities of our position as registered agent.

  
**MARTIN MICHELSTEIN MD**

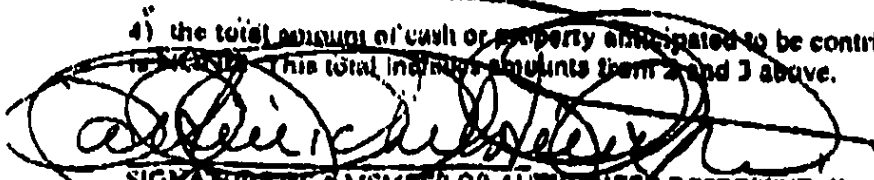
DATED: *December 20, 1996*

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member  
MICHELSTEIN ENTERPRISES LLC deposes and says:

- 1) the above named limited liability company has at least one member:  
MARTIN MICHELSTEIN MD
- 2) the total amount of cash contributed by the members is NONE
- 3) if any, the agreed value of property other than cash contributed by members is  
NONE. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members  
is NONE. This total includes amounts from 2 and 3 above.



SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER.  
(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION  
OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF  
PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.)

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