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\*\*\*2175.00 \*\*\*337.50

SCOTT I. COWAN  
DIRECTOR OF  
MARKETING AND DEVELOPMENT  
(NOT LICENSED TO PRACTICE LAW)

January 7, 1997

Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
1-7-97

Re: RAM Partners, L.P. and  
Ralby Asset Management, LLC

Dear Sirs:

Enclosed for filing please find Certificate of Limited Partnership, Certificate of Designation of Registered Agent/Registered Office, Affidavit of Capital Contributions, Articles of Organization and Affidavit of Membership and Contributions for the above referenced company's. Also enclosed is our firm check in the amount of \$2,175.00 to cover the costs of the filing fees.

Please acknowledge receipt of this filing stamping the enclosed documents and return to the undersigned in the Fed-Ex pouch provided for your convenience.

Very truly yours,

*Chris D. Tarnofsky*  
Chris D. Tarnofsky

/cdt  
Encl.

96/5121.100/69603.1

C. TAX \_\_\_\_\_  
FILING 285.00  
R. AGENCY FEE \_\_\_\_\_  
C. \_\_\_\_\_ 52.00  
T. \_\_\_\_\_  
N. \_\_\_\_\_  
E. \_\_\_\_\_  
REFUND \_\_\_\_\_

REGISTER JAN 14 1997

FILED  
97 JAN 13 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-7-97

**FILED**

97 JAN 13 AM 9:13

**ARTICLES OF ORGANIZATION  
OF  
RALBY ASSET MANAGEMENT, LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.  
NAME**

The name of this limited liability company is Ralby Asset Management, LLC. (the "Company").

**SECTION 2.  
DURATION**

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of (i) any of the events specified in Florida Statute Section 608.441, unless continued by the unanimous consent of all of the remaining members or (ii) January 6, 2027.

**SECTION 3.  
MAILING ADDRESS AND STREET ADDRESS**

The Company's mailing address is 2999 NE 191st Street, Penthouse 8, Aventura, Florida 33180. The Company's street address is 2999 NE 191st Street, Penthouse 8, Aventura, Florida 33180.

**SECTION 4.  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is South Florida Registered Agents, Inc.. The street address of the initial registered agent of the Company is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

**SECTION 5.  
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

**SECTION 6.  
TERMINATION OF MEMBERSHIP**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

**SECTION 7.  
MANAGEMENT OF THE COMPANY**

The Company shall initially be managed by the Michael Ralby, who shall serve as Manager until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address  
2999 NE 191st Street, Penthouse 8  
Aventura, Florida 33180

Thereafter, the Company shall be managed by the Manager, who shall be elected annually as provided in the regulations of the Company.


**SECTION 8.  
REGULATIONS**

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

**SECTION 9.  
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

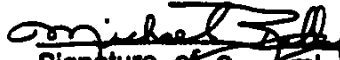
The undersigned executed these Articles of Organization effective as of this 7th day of January, 1997.

  
\_\_\_\_\_  
Signature of member or authorized  
representative of member

**AFFIDAVIT OF MEMBERSHIP  
AND  
CONTRIBUTIONS  
OF  
RALBY ASSET MANAGEMENT LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Ralby Asset Management, LLC deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the member(s) is \$100.00; and
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100.00. This total includes amounts from 2 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.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 Ralby Asset Management, LLC.
2. The name and address of the registered agent and office is:

South Florida Registered Agents, Inc.  
(Name)

200 East Las Olas Boulevard, Suite 1900  
(Address)  
Fort Lauderdale, Florida 33301  
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability 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, and I am familiar with and accept the obligations of my position as registered agent.

South Florida Registered Agents, Inc.

January 7, 1997  
Date

By: Beverly L. Bay?, President.  
Signature

**FILED**  
97 JAN 13 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA