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TO: DIVISION OF CORPORATIONS  
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FROM: RIJUMBERG/EXCELSTOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

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

FAX #:

NAME: BENEDICT REALTY II, LLC

AUDIT NUMBER.....H97000009637

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**

**ARTICLE I - NAME:**

The name of the Limited Liability Company is: BENEDICT REALTY **LLC**

**ARTICLE II - ADDRESS:**

The mailing address and street address of the principal office of the Limited Liability Company is 765 JOHN RINGLING BLVD., #C38, SARASOTA, FL. 34236

**ARTICLES III - DURATION:**

The period of duration for the Limited Liability Company shall be: 53 YEARS

**ARTICLE IV - MANAGEMENT:**

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are: MANGONE FAMILY PARTNERSHIP, L.P AND GIOVANUCCI FAMILY PARTNERSHIP, L.P BOTH AT 765 JOHN RINGLING BLVD., #C38, SARASOTA, FL. 34236

**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:

**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:

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New York, NY 10013  
212-431-5000


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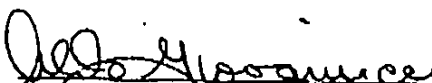
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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member **BENEDICT REALTY** 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 members is \$ 500.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0.00 . 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 \$ 500.00  
This total includes amounts from 2 and 3 above.

  
MANGONE FAMILY PARTNERSHIP, LP  
BY: MANGONE ENTERPRISES, INC., GP  
LOUIS MANGONE, PRES  
MEMBER

  
GIOVANUCCI FAMILY PARTNERSHIP, LP  
BY: GIOVANUCCI ENTERPRISES, INC., GP  
ALDO GIOVANUCCI, PRES.  
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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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 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: BENEDICT REALTY II, LLC

2. The name and address of the registered agent and office is:

Aldo Giovanucci

(Name)

765 John Ringling Blvd., # C38

Sarasota, FL 34236 (P.O. Box or Mail Drop Box NOT acceptable)

(City/State/Zip)

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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, 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.

Aldo Giovanucci  
(Signature)

6-10-97

(Date)

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Filing Fee: \$ 35 for Designation of Registered Agent

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