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GOLDSTEIN & TANEN, P.A.  
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33101  
(305) 374-3250  
TELECOPIER  
(305) 374-7632

July 10, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

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-07/14/97-0118-004  
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RE: Shephard Holding, LLC

Dear Sir:

Enclosed please find an original and one copy of Articles of Organization for the captioned matter along with our check in the sum of \$337.50 (\$285 filing fee and \$52.50 certified copy) for filing same.

Although we previously formed a corporation under the name Shephard Holding Corp. and I was the incorporator of same. Please accept this letter as my authority for the Limited Liability Company to utilize the name Shepherd Holding.

Please return the filed articles to us in the enclosed stamped envelope as quickly as possible. Thank you for your assistance.

Sincerely,

Jeffrey S. Tanen

FILED  
97 JUL 14 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JST/mjb  
Enclosures  
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mc 7/15/97

**ARTICLES OF ORGANIZATION  
OF  
SHEPHERD HOLDING, LLC**

**FILED**

**97 JUL 14 AM 10:15**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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**ARTICLE I**

**Name of Limited Liability Company**

The name of this limited liability company is Shepherd Holding, LLC.

**ARTICLE II**

**Company Existence**

This limited liability company shall have perpetual existence.

**ARTICLE III**

**Principal Place of Business**

The address of the principal place of business of this limited liability company is 10100 N.W. 25th Street, Miami, FL 33172.

**ARTICLE IV**

**Registered Office**

The address of the initial registered office of the company is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The members may from time to time move the registered office to any other address in Florida.

**ARTICLE V**

**Registered Agent**

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

## ARTICLE VI

### Members

The initial members of the company shall be:

Daniel Gelfand

Douglas Gelfand

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

## ARTICLE VII

### Right to Continue

The remaining members of the company shall have the right 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 company.

## ARTICLE VIII

### Management of Company

The management of the company is reserved to the members. The names and addresses of the managing members are as follows:

Daniel Gelfand  
10100 N.W. 25th Street  
Miami, FL 33172

Douglas Gelfand  
10100 N.W. 25th Street  
Miami, FL 33172

## ARTICLE IX

### Organizer

The name and address of the Organizer, who is the authorized representative of all of the members, is as follows:

Jeffrey S. Tanen, Esquire  
One Biscayne Tower, Suite 3250  
Two South Biscayne Boulevard  
Miami, Florida 33131

#### ARTICLE X

##### Members' Liabilities and Rights

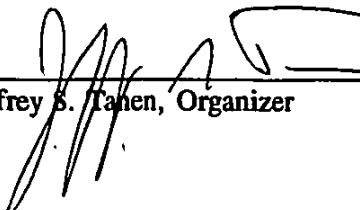
No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any member of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from thus contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

#### ARTICLE XI

##### Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 10 day of July, 1997.

  
\_\_\_\_\_  
Jeffrey S. Tanen, Organizer

STATE OF FLORIDA    )  
                              ) ss:  
COUNTY OF DADE    )

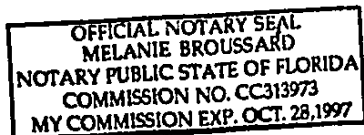
BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 10 day  
of July, 1997.

My commission expires:

Melanie B

Notary Public, State of Florida



**REGISTERED AGENT ACKNOWLEDGEMENT**

Having been named Registered Agent for the above-named limited liability company at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

  
\_\_\_\_\_  
Jeffrey S. Tanen  
Registered Agent

FILED  
97 JUL 14 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
SHEPHERD HOLDING, LLC**

The undersigned member or authorized representative of a member of **SHEPHERD HOLDING, 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 \$200.00.
3. The agreed value of property other than cash contributed by member(s) is \$-0-.
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-.
5. The total amount of 2, 3 and 4 is \$200.00.

  
\_\_\_\_\_  
JEFFREY S. TANEN

STATE OF FLORIDA

)  
) ss:  
)

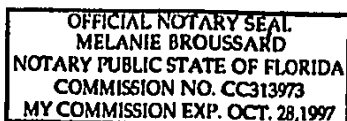
COUNTY OF DADE

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 10 day of July, 1997, by Jeffrey S. Tanen, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

Melanie Broussard  
Print

My commission expires:



FILED  
JUL 14 AM 10:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
Antelope Organization