



THE UNITED STATES
CORPORATION
COMPANY

L97000001169

ACCOUNT NO. : 072100000032

REFERENCE : 572167 4378473

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia P. Jentis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 3:14

ORDER DATE : October 21, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 572167-005

CUSTOMER NO: 4378473

CUSTOMER: Barbara S. Jentis, Esq
STARR GERN DAVISON & RUBIN

103 Eisenhower Parkway

Roseland, NJ 07068

200002326742--8

DOMESTIC FILING

NAME: HMS OUTLET DIRECT, L.L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF FORMATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

10/22/97
BK

97 OCT 22 AM 10:41
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
~~CERTIFICATE OF FORMATION~~

OF

HMS OUTLET DIRECT, L.C.

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The undersigned, desirous of forming a limited liability company in accordance with the laws of the State of Florida, hereby states the following:

1. **NAME.** The name of the limited liability company is HMS Outlet Direct, L.C. (the "Company").

2. **ADDRESS.** The mailing address and street address of the Company is: 12243 Prairie Dunes Road, Boynton Beach, Florida 33437.

3. **MEMBERS.** The Company has two or more members.

4. **TERM.** The term for which the Company is to exist is 36 years.

5. **EFFECTIVE DATE.** The Company shall be deemed formed upon the filing of this Certificate of Formation with the Secretary of State of Florida.

6. **MANAGEMENT.** The business of the Company will be conducted under the exclusive management of its members who will vote according to their proportionate interest in their Company and shall have exclusive authority to act for the Company in all matters. The names and address of the managing members are:

Harold Struhl
12243 Prairie Dunes Road
Boynton Beach, Florida 33437

Miriam Struhl
12243 Prairie Dunes Road
Boynton Beach, Florida 33437

7. **ADDITIONAL MEMBERS.** Additional members may be admitted to the Company with the unanimous consent of the members.

8. **RIGHT TO CONTINUE BUSINESS.** On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which either terminates the continued membership of a member in the Company or causes the dissolution of the company under Florida law, the remaining members

will have the right to continue the business.

IN WITNESS WHEREOF, the below named duly authorized person has executed this Certificate of Formation this 18th day of April, 1997.



Harold Struhl, Member

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, 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:

HMS OUTLET DIRECT, L.C.

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

Harold Struhl
12243 Prairie Dunes Road
Boynton Beach, Florida 33437

HMS OUTLET DIRECT, L.C.

By: Miriam Struhl
Miriam Struhl

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.

Harold Struhl
Harold Struhl

Dated: 10-15-97, 1997

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STATE
SECRETARY OF CORPORATIONS
DIVISION
OCT 22 PM 3:14

**AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS**

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DIVISION OF CORPORATIONS
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The undersigned member or authorized representative of a member of HMS Outlet Direct, L.C. 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 \$200.00.

3. If any, the agreement value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereto.

4. The amount of cash or property anticipated to be contributed by members in the future is \$0.

5. The total amount of 2, 3 and 4 is \$200.00.


Harold Struhl


Miriam Struhl