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NAME: DREW INVESTMENT L.C.

AUDIT NUMBER.....H97000020591

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**ARTICLES OF ORGANIZATION OF DREW INVESTMENT L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be DREW INVESTMENT L.C., and its principal place of business shall be in the City of Hollywood, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**MEMBERS**

The names of the initial three (3) members of the limited liability company are:

**MAHESH GANDHI**  
c/o Jeffrey Feinberg, Esquire  
Presidential Circle  
Suite 350, North Tower  
4000 Hollywood Boulevard  
Hollywood, Florida 33021

**ARLINGTON FILLER**  
c/o Jeffrey Feinberg, Esquire  
Presidential Circle  
Suite 350, North Tower  
4000 Hollywood Boulevard  
Hollywood, Florida 33021

Prepared By: Jeffrey Feinberg, Esquire  
FBN# 275700  
4000 Hollywood Blvd., Suite 350-N  
Hollywood, FL 33021  
954-962-8889

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**DARSHAN T. SHAH**  
c/o Jeffrey Feinberg, Esquire  
Presidential Circle  
Suite 350, North Tower  
4000 Hollywood Boulevard  
Hollywood, Florida 33021

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**MAHESH GANDHI, ARLINGTON FILLER and DARSHAN T. SHAH shall each have a 33 1/3% interest in the limited liability company.**

### **ARTICLE III**

#### **PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase, or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or

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department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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**ARTICLE IV**

**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE V**

**PROFITS AND LOSSES**

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being January 1, 1998.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VI**

**LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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**ARTICLE VII**

**DURATION**

This limited liability company shall exist until January 1, 2027, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE VIII**

**PRINCIPAL PLACE OF BUSINESS** *and mailing address.*

The principal office of this limited liability company shall be located at c/o Jeffrey Feinberg, Esquire, 4000 Hollywood Boulevard, Suite 350, North Tower, in the City of Hollywood, County of Broward, State of Florida.

**ARTICLE IX**

**MANAGEMENT**

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected is Arlington Filler, whose post office address is c/o Jeffrey Feinberg, Esquire, Presidential Circle, 4000 Hollywood Boulevard, North Tower, Suite 350, Hollywood, Florida.

**ARTICLE X**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4000 Hollywood Boulevard, North Tower, Suite 350, Hollywood, FL 33021, County of Broward, State of Florida, and the name of its initial registered agent at such address is JEFFREY FEINBERG, ESQUIRE.

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ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

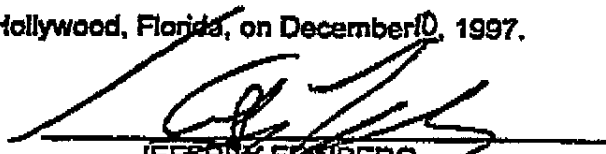
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of DREW INVESTMENT L.C.

Executed by the undersigned at Hollywood, Florida, on December 10, 1997.

  
JEFFREY FEINBERG  
Authorized Representative

STATE OF FLORIDA )

COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described herein or who produced Drivers License as identification and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 10 day of December, 1997.

  
NOTARY PUBLIC

My Commission Expires:



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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF ORGANIZATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Organization of said corporation, to which this document is attached:

THAT, The name of this limited liability company is DREW INVESTMENT L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4000 Hollywood Boulevard, Suite 350, North Tower, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.

  
Jeffrey Feinberg  
Resident Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of DREW INVESTMENT, L.C., deposes and says:

1. The above named limited liability company has three members.
2. The total amount of cash contributed by the members is \$3,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$30.00.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$3,030.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: December 10, 1997

  
MAHESH GANDHI

  
ARLINGTON FILLER


  
DARSHAN T. SHAH

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STATE OF NEW YORK  
COUNTY OF .....

MAHESH GANDHI, Applicant    ARLINGTON FILLER, Applicant    DARSHAN T. SHAH, Applicant

Sworn to (or affirmed) and subscribed before me this 10<sup>th</sup> day of December, 1997, by MAHESH GANDHI, ARLINGTON FILLER and DARSHAN T. SHAH, who are personally known or who respectively produced \_\_\_\_\_ and \_\_\_\_\_ as identification.

  
Notary Public -- State of New York  
Notary Public, State of New York  
No. 01G05082296  
Qualified in Richmond County  
Print, Type or Stamp Commission Expires July 21, 1999  
Commissioned Name of Notary Public

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