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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 31 PM 2:53

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: NIVJEE, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

\$285.00
Filing Fee
& Registered
Agent designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: Natale A. Messina, Esq.
Name (Printed or typed)

Marone, Messina & Seifel, P.C.

10 Melrose Drive

Address

Farmington, CT 06032

City, State & Zip

(860) 677-2007

Daytime Telephone number

Name Availability	<u>KWM</u>
Document Examiner	KWM
Updater	KWM
Updater Verifyer	KWM
Acknowledgement	KWM
W. P. Verifyer	KWM

NOTE: Please provide the original and one copy of the articles.

1231

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I - Name:

The name of the Limited Liability Company is: NIVJEE, L.C.

ARTICLE II - Address:

The street address of the principal office of the Limited Liability Company is: 11813 Fountainside Circle, Boynton Beach, Florida 33437. The mailing address of the principal office of the Limited Liability Company is: c/o Vivian A. Marsh-Koltun, Manager, 11813 Fountainside Circle, Boynton Beach, Florida 33437.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: from November 1, 1997, to November 1, 2027.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Vivian A. Marsh-Koltun
11813 Fountainside Circle
Boynton Beach, Florida 33437

ARTICLE V - Admission of Additional Members:

From the date of the formation of the company, any person acceptable to all Members by their written consent may become a Member in the Company either by issuance by the Company of Membership Interests for such consideration as all Members by their written consent shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the request of the remaining Members that the transferring Member and the third party purchaser, donee or successor-in-interest, as the case may be, execute, acknowledge and deliver to the remaining Members such instruments of transfer, assignment and assumption and such other certificates, representations and documents, and perform all such other acts which the remaining Members may deem necessary or desirable to:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____

NIVJEE, L.C. _____ deposits 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 \$ 100,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____.
- 5) the total amount of 2, 3, and 4 is \$ 100,000.

Vivian A. Marsh-Koltun Vivian A. Marsh-Koltun

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.)

- (a) constitute such third party, as a Member, donee or successor-in-interest as such;
- (b) confirm that the person desiring to acquire an interest or interests in the Company, or to be admitted as a Member, has accepted, assumed and agreed to be subject and bound by all of the terms, obligations and conditions of the Operating Agreement, as the same may have been further amended;
- (c) preserve the Company after the completion of such sale, transfer, assignment or substitution under the laws of each jurisdiction in which the Company is qualified, organized or does business;
- (d) maintain the status of the Company as a partnership for federal income tax purposes; and
- (e) assure compliance with any applicable state and federal laws including securities laws and regulations.

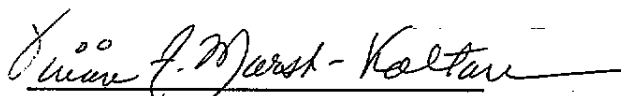
Any transfer of a membership interest, or any portion thereof, which is not made in strict accordance with the terms and conditions herein shall be null and void and of no legal effect whatsoever.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company may continue the business after 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 if there are at least two (2) remaining members and the business of the Company is continued by the written consent of the remaining members holding a majority interest within 90 days after the event of dissociation.

I declare, under penalties of false statement, that the statements made in this certificate are true.

Dated: November 20, 1997.



Vivian A. Marsh-Koltun
Person forming the Limited Liability
Company

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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:

NIVJEE, L.C.

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

Vivian A. Marsh-Koltun

(Name)

11813 Fountainside Circle

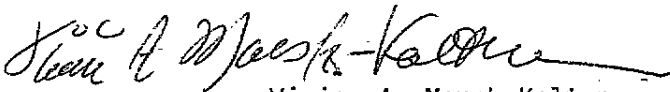
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Boynton Beach, FL 33437

(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.



- Vivian A. Marsh-Koltun
(Signature)

December 30, 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent