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REFERENCE : 790745 4319660
AUTHORIZATION : *Patricia Pzyto*
COST LIMIT : \$ 285.00

ORDER DATE : April 22, 1998
ORDER TIME : 9:59 AM
ORDER NO. : 790745-005
CUSTOMER NO: 4319660

CUSTOMER: Gina C. Monaco, Legal Asst
FOX ROTHSCHILD O'BRIEN &
FRANKEL
2000 Market Street, 10th Floor
Philadelphia, PA 191033291

DOMESTIC FILING

NAME: KIBOKI, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

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W. P. Verifier	DCC

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
KIBOKI, LLC

THE UNDERSIGNED, in order to form a limited liability company under and pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), hereby certifies that:

1. The name of the Limited Liability Company is:

Kiboki, LLC

2. The period of duration of the Limited Liability Company is:

December 31, 2050 or earlier upon an "Event of Dissolution" as that term is defined in the Operating Agreement.

3. The mailing address and street address of the principal office of the Limited Liability Company is:

1000 N. U.S. Highway One
Jamaica 104
Jupiter, FL 33477

4. The name and street address of the Limited Liability Company's initial registered agent is:

Steven A. Pomerantz
6020 NW 67th Ct
PARKLAND, FL 33067

5. The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions are:

Any Person (as that term is defined in the Operating Agreement) acceptable to the Members by their unanimous written consent thereof may become a Member in the Limited Liability Company pursuant to the conditions set forth in the Operating Agreement.

6. The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy,

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988
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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 are:

By unanimous consent of all of the remaining Members within ninety (90) days after the Event of Dissolution (as that term is defined in the Operating Agreement).

7. The Company is to be managed by its members and the managing members are:

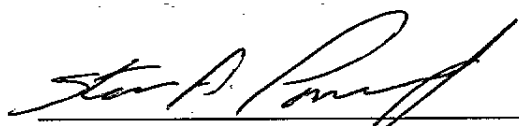
Sheryl Goodman
Coach House Condominium, Unit 10
121 Coggeshall Avenue
Newport, RI 02840

Howard K. Pomerantz and Jerome I. Schwartz, Trustees
U/W Daniel Pomerantz F/B/O Howard K. Pomerantz
c/o Robin B. Matlin, Esquire
2000 Market Street
Philadelphia, PA 19103

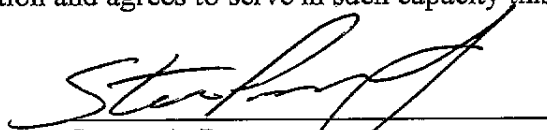
Steven A. Pomerantz and Jerome I. Schwartz, Trustees
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2000 Market Street
Philadelphia, PA 19103

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IN WITNESS WHEREOF, the undersigned Member has signed these Articles of Organization this 23rd day of April, 1998.


Steven A. Pomerantz, Authorized Trustee
U/W Daniel Pomerantz F/B/O Howard K.
Pomerantz

Steven A. Pomerantz, having been hereinabove designated to act as Registered Agent pursuant to Section 608.415 of the Act, hereby accepts such appointment and states that he is familiar with and accepts the obligations of such position and agrees to serve in such capacity this 23rd day of April, 1998.


Steven A. Pomerantz

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

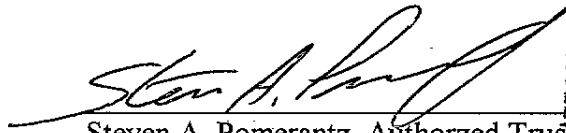
OF

KIBOKI, LLC

The undersigned member of Kiboki, 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 0.
3. The agreed value, if any, of property other than cash contributed by members is 0.
4. The total amount of cash or property anticipated to be contributed by members is \$195,000. This total includes amounts from 2 and 3 above.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of our knowledge and belief this 23rd day of April, 1998.



Steven A. Pomerantz, Authorized Trustee
U/W Daniel Pomerantz F/B/O
Howard K. Pomerantz

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