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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-5111

FAX #:

NAME: JERRY'S ARTARAMA WEST PALM BEACH, LLC

AUDIT NUMBER.....H98000010206

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

BLUMBERG EXCELSIOR
62 WHITE ST.
NEW YORK, NY 10013

SUBJECT: JERRY'S ARTARAMA WEST PALM BEACH, LLC
REF: W98000012502

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: E98000010206
Letter Number: 298A00030825

H98000010206

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

ARTICLE I - NAME:

The name of the Limited Liability Company is:

Jerry's Artarama West Palm Beach, LC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: *270 South Federal Highway, Deerfield Beach, Florida 33441.*

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed members and the names and addresses of the managing members are:

*Jerry's Artarama South, Inc.
270 South Federal Highway
Deerfield Beach, Florida 33441*

*Jerry Goldstein
7579 Imperial Drive
Boca Raton, Florida 33441*

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: N/A

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be: N/A

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of
Jerry's Artarama West Palm Beach, LC 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 **\$200,000**
- 3) if any, the agreed value of property other than cash contributed by members is
N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is
\$200,000. This total includes amounts from 2 and 3 above.

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Jerry's Artarama South, Inc.

By: **JERRY GOLDSTEIN**

MEMBER



JERRY GOLDSTEIN
MANAGER

(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.)

BlumbergExcelsior
62 White Street
NY, NY 10013
212-431-5000

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT OF THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: _____

Jerry's Artarama West Palm Beach, LC

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _

Jerry Goldstein

(NAME)

7579 Imperial Drive

(P.O. BOX or MAIL DROP BOX NOT ACCEPTABLE)

Boca Raton, Florida 33441

(CITY/STATE/ZIP)

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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.


(SIGNATURE)

June 1, 1998

(DATE)

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