

The Law Offices of

KATZMAN & KORR

A Professional Association of Attorneys

L98000000930

1100 South State Road Seven

Suite 102

Margate, Florida 33068

Telephone: (954) 972-8228

Telefax: (954) 972-8711

June 29, 1998

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(850) 487-6051

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-06/30/98--01057--001

***337.50 ***337.50

RE: INCORPORATION OF KATZMAN & KLEIN, L.C.

Dear Sir/Madam:

Enclosed please find the formal original Articles of Organization for the above-referenced limited liability company and a check in the amount of **\$337.50** for filing fees and certification of same. Kindly expedite the filing of same and return a certified copy in the enclosed self-addressed stamped envelope provided herein.

Thanking you for your prompt attention to this matter.

Sincerely,

KATZMAN & KORR, P.A.

Leigh C. Katzman, Esq.
Managing Partner

Enclosures

wp/general/clients/katzman/incorp/ltrdos.1

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TALLAHASSEE, FLORIDA

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Name	74
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Acknowledgment	
W. P. Verity	

ARTICLES OF ORGANIZATION OF
KATZMAN & KLEIN, L.C.

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TALLAHASSEE, FLORIDA

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 **KATZMAN & KLEIN, L.C.**, and its principle place of business shall be 18523 Ocean Mist Drive located in the city of Boca Raton, County of Palm Beach, State of Florida, but shall have the power and authority to change the location of the principle place of business and/or establish branch offices at such place or places as may be designated by the members.

ARTICLE II
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 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 the attainment of any of the objects, or the furtherance of 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, any 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.

ARTICLE III AFFIDAVIT OF MEMBERSHIP & CONTRIBUTIONS

The undersigned members hereby certify:

1. The above named Limited Liability Company has at least two members;
2. The total amount of cash contributed by the member(s) is
This amount represents TWO HUNDRED FIFTY AND 00/100 (\$250.00)
DOLLARS cash paid to the limited liability company by the TWO (2) 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.
3. If any, the agreed value of property other than cash contributed by member(s) is
and; **NONE**
4. The total amount of cash and property contributed and anticipated to be
contributed by member(s) is **\$500.00**

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ARTICLE IV 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 quarterly or bi-annually at the discretion and agreement of all of the members, or in the case of non-agreement, annually on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being July 1st.

(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 V 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.

ARTICLE VI DURATION

This limited liability company shall exist until September 12, 2027, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS

The principal office^{mailing address} of this limited liability company shall be located at 18523 Ocean Mist Drive, Boca Raton, County of Palm Beach, State of Florida.

ARTICLE VIII MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Russell E. Katzman
8093 N.W. 71st Court
Tamarac, Florida 33321

Howard A. Klein
18523 Ocean Mist Drive
Boca Raton, Florida 33498

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TALLAHASSEE, FLORIDA

ARTICLE IX

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The Address of the initial registered office of the limited liability company is 1100 South State Road Seven, Suite # 102, City of Margate, County of Broward, State of Florida, and the name of its initial registered agent at such address is Leigh C. Katzman, Esq.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

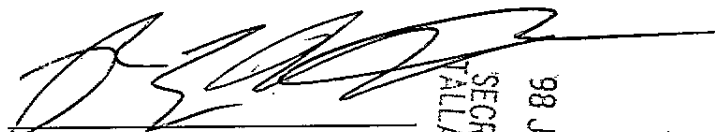
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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 **KATZMAN & KLEIN, L.C.**

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Organization at 1100 South State Road Seven, Suite # 102, Margate, Florida 33068 on this ____ day of June, 1998.

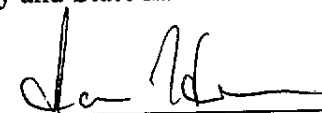

Russell E. Katzman

STATE OF FLORIDA)
COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Russell E. Katzman**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Organization for the purposes set forth therein.

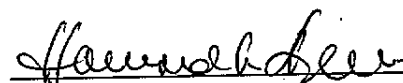
Witness my hand and official seal in the County and State named above this 29th day of June, 1998.



Notary Public, State of Florida

My Commission Expires:





Howard A. Klein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Howard A. Klein**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Organization for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 29th day of June, 1998.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to 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 this Limited Liability Company is:

KATZMAN & KLEIN, L.C.

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

**LEIGH C. KATZMAN, ESQ.
1100 SOUTH STATE ROAD SEVEN
SUITE # 102
MARGATE, FLORIDA 33068**

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION(S) 608.415 and/or 608.507 FLORIDA STATUTES.


LEIGH C. KATZMAN, ESQ.

Registered Agent

6/29/98
DATE