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NAME: POTOMAC TRAIL REALTY, L.C. AUDIT NUMBER.....H98000012810 DOC
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Prepared By:
Lee Max Rothman, Esq.
Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Ste 134
Boca Raton, Florida 33431
(561) 241-5500
Florida Bar No. 623880

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**ARTICLES OF ORGANIZATION
OF
POTOMAC TRAIL REALTY, L.C.**

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is POTOMAC TRAIL REALTY, L.C.

ARTICLE II -- DURATION

The period of duration of this limited liability company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 2295 Corporate Boulevard, N.W., Suite 134, Boca Raton, Florida 33431, and the mailing address shall be the same.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent within Florida is Lee Max Rothman, Esq., of Lee Max Rothman, P.A., and the street address is 2295 Corporate Boulevard, N.W., Suite 134, Boca Raton, Florida 33431.

ARTICLE V -- MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Aspen Realty
c/o Lee Max Rothman
2295 Corporate Blvd., NW
Suite 134
Boca Raton, Florida 33431

Pee Gee Industries
c/o Gerald B. Goodman
272-36 Grand Central Parkway
Floral Park, New York 11005

No additional members shall be admitted to the company, unless the unanimous written consent

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Articles of Organization
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of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- MANAGEMENT

The management of the company is reserved to the members of the company, in preparation to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The names and addresses of the managing members are:

Aspen Realty
c/o Lee Max Rothman
2295 Corporate Blvd., NW
Suite 134
Boca Raton, Florida 33431

Pee Gee Industries
c/o Gerald B. Goodman
272-36 Grand Central Parkway
Floral Park, New York 11005

ARTICLE VII -- CAPITAL CONTRIBUTIONS

The initial capital contribution and the amount of cash contributed is \$1,000.00 and a description of property other than cash contributed by members is :

None

The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from cash contributions and the agreed value of the property contributed.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on this 9th day of July, 1998.


Lee Max Rothman, Esq.

PLEASE PRINT OR TYPE NAME AND ADDRESS OF OFFICIAL

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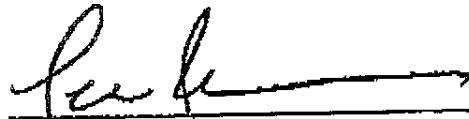
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CERTIFICATE AND ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 607.0501, Florida Statutes, the undersigned, being the person named in the articles of organization of POTOMAC TRAIL REALTY, L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Lee Max Rothman, Esq.

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CLAWSON POTOMAC TRAIL REALTY, L.C.

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Florida Bar No. 623880

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POTOMAC TRAIL REALTY, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. 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(s) is \$1,000.00. This total includes amounts from 2 and 3 above.



Lee Max Rothman, Esq.

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.

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