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FROM: LEVINE &amp; PARTNERS, P.A.

ACCT#: 074677001117

CONTACT: LIZ BREIER

PHONE: (305)372-1350

FAX #: (305)372-1352

NAME: T.J.M., L.C.

AUDIT NUMBER.....H98000014421

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

T.J. MERLIN

August 5, 1998

LEVINE & PARTNERS, P.A.  
LIZ BREIER

SUBJECT: T.J.M., L.C.  
REF: W98000017771

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ARTICLES OF ORGANIZATION  
OF  
T.J. MERLIN, L.C.

ARTICLE I  
NAME OF COMPANY

The name of this limited liability company shall be:

T.J.MERLIN, L.C.

ARTICLE II  
ADDRESS

The Company's mailing and street address is:

c/o Robert S. Geiger, Esq.  
1428 Brickell Avenue, 6<sup>th</sup> Floor  
Miami, FL 33131

ARTICLE III  
DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing of these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Limited Liability Company shall be the date of filing with the Department of State.

Alan W. Levine, Esq.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue, 7th Floor  
Miami, Florida 33131  
Telephone: (305) 372-1350  
Florida Bar Number: 866822

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ARTICLE IV  
NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V  
INITIAL REGISTERED AGENT AND  
THE REGISTERED AGENT'S ADDRESS

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

ROBERT S. GEIGER, ESQ.  
1428 Brickell Avenue  
6th floor  
Miami, Florida 33131

ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VII  
CONTINUATION OF BUSINESS

Upon 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 Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII  
MANAGEMENT OF THE COMPANY

The Company is to be managed by its member. The name and address of the member is as follows:

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ROBERT S. GEIGER, ESQ.  
1428 Brickell Ave., 6<sup>th</sup> Floor  
Miami, Florida 33131

**ARTICLE IX**  
**REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE X**  
**COMMENCEMENT DATE**

Existence of the Company will commence upon the filing of these Articles.

**ARTICLE XI**  
**PROFITS/LOSSES**

The profits and losses of the Company shall be allocated among the members on the basis of each Member's relative capital account.

THE UNDERSIGNED, as a Member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

  
\_\_\_\_\_  
ROBERT S. GEIGER, ESQ.

STATE OF FLORIDA )

) :ss

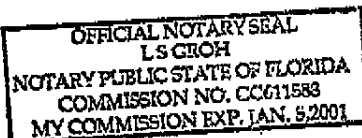
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of July, 1998, by ROBERT S. GEIGER, ESQ., who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON  
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability company Act:

Having been appointed registered agent of T.J. MERLIN, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

  
\_\_\_\_\_  
ROBERT S. GEIGER

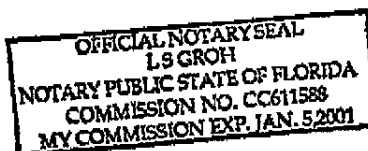
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STATE OF FLORIDA     )  
                              ):ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of July, 1998, by ROBERT S. GEIGER who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned member of T.J. MERLIN, L.C. (the "Company"), who upon being duly sworn, certifies the following:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

Robert S. Geiger: \$500.00

3. The amount of additional capital contributions to the Company to be made by the members is as follows:

Robert S. Geiger: \$500.00

4. There is no property other than capital contributed or to be contributed by the members.

5. The total amount of capital or property anticipated to be contributed by members is \$1,000.00

Dated: 7/31/98

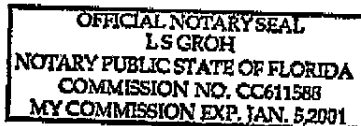
ROBERT S. GEIGER

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 31st day of July, 1998, by ROBERT S. GEIGER, who is personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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