

L98000001484



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 931062 11654A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
98 AUG 18 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 18, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 931062-005

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
FURIA
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

CM

RECEIVED
98 AUG 18 AM 11:36
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: STANTON ACQUISITION COMPANY,
L.L.C.

EFFECTIVE DATE:

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****337.50 ****337.50

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR
STANTON ACQUISITION COMPANY, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

STANTON ACQUISITION COMPANY, L.L.C.

ARTICLE II - Address:

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

2821 Evans Street
Hollywood, Florida 33020

ARTICLE 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 by a manager who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successor(s) is/are elected and qualified, and whose name and address is as follows:

Gerard M. Cohen
c/o 2821 Evans Street
Hollywood, Florida 33020

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 as determined in accordance with the Regulations of the Limited Liability Company.

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 as determined in accordance with the Regulations of the Limited Liability Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of STANTON ACQUISITION COMPANY, L.L.C. deposes and says:

- (1) the above named Limited Liability Company has at least one (1) member;
- (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
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$1000.00. This total includes amounts from 2 and 3 above.

Arthur J. Furia
Arthur J. Furia, Authorized Representative

STATE OF FLORIDA
COUNTY OF DADE

FILED
58 AUG 18 PM 2:34
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

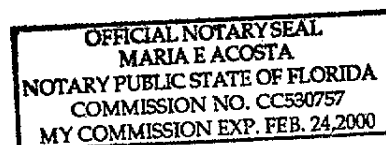
THE FOREGOING INSTRUMENT was acknowledged before me on this 17 day of August, 1998, by Arthur J. Furia, authorized representative for Gerard M. Cohen. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Maria E. Acosta

Print: MARIA E. Acosta

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

STANTON ACQUISITION COMPANY, L.L.C.

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

HKE&F Registered Agent Corp.
2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments 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.

REGISTERED AGENT:
HKE&F Registered Agent Corp.

Arthur J. Furia, Vice Pres.
By: Arthur J. Furia, Vice President

August 17, 1998
Date