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4875 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

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00789-0130-00676-0117-00671

August 17, 1998

(954) 772-5151  
FAX (954) 772-4224

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002618641--0  
-08/18/98--01035--006  
\*\*\*\*250.00 \*\*\*\*250.00

Re: Pace Distributors, L.C.

Dear Sir or Madam:

Enclosed herein for filing is an original and one (1) copy of the following documents regarding the above-referenced limited liability company:

1. Articles of Organization;
2. Acceptance by Registered Agent;
3. Affidavit.

I have also enclosed a check in the amount \$250.00 representing the filing fee in connection with this matter.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

*Arthur R. Rosenberg*

ARTHUR R. ROSENBERG

ARR/jc  
Enclosures

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-08/27/98--01005--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

W98-18941

Name	MAR
Availability	MAR
Document Examiner	MAR
Updater	MAR
Checker	MAR
Verifier	MAR
Acknowledgement	MAR
W. P. Verifier	MAR

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 19, 1998

ARTHUR R. ROSENBERG  
STEIN, ROSENBERG & WINIKOFF  
4875 NORTH FEDERAL HIGHWAY, 7TH FL  
FT. LAUDERDALE, FL 33308

SUBJECT: PACE DISTRIBUTORS, L.C.  
Ref. Number: W98000018941

We have received your document for PACE DISTRIBUTORS, L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$35.00.

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 598A00043031

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# ARTICLES OF ORGANIZATION FOR

## PACE DISTRIBUTORS, L.C.

### A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute, Section 608.401 et. seq., entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **NAME.** The name of this company shall be PACE DISTRIBUTORS, L.C.

2. **DURATION/CONTINUATION.** The period of this Company's duration shall be Perpetual, unless terminated by the written agreement of two thirds of all members or upon the occurrence of any other event which terminates the continued membership of a member pursuant to Regulations adopted by the Company.

3. The address of the principal office of the Company is 2401 South Ocean Drive, Apartment 2203, Hollywood, Florida 33019.

4. The mailing address of the Company is 2401 South Ocean Drive, Apartment 2203, Hollywood, FL 33019.

5. **REGISTERED AGENT AND OFFICE.** The name and street address of the initial registered agent and office for the Company is as follows: ARTHUR R. ROSENBERG located at 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.

6. **ADMISSION OF ADDITIONAL MEMBERS:** Additional members may be admitted upon the approval of two-thirds of the members of the Company, upon the submission of a written application by such new Member, in the manner set forth in the Regulations of the Company.

7. **RIGHT TO CONTINUE BUSINESS.** The remaining members may continue the Company 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 Company, pursuant to Regulations or Bylaws adopted by the Members.

8. **MANAGEMENT OF THE COMPANY.** The business of the Company shall be managed by its members. The names and addresses of the Members are:

NAMES	ADDRESSES
A. SIMONSON INVESTMENTS, INC.	2401 South Ocean Drive, Apartment 2203, Hollywood, Florida 33019
B. ELSIE BINSTOK	2401 South Ocean Drive, Apartment 2203, Hollywood, Florida 33019

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9. **PURPOSE OF COMPANY.** The Company is being formed to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

10. **REGULATIONS OF COMPANY.** The members may adopt such Regulations governing the operations, and management of the Company, the admission of new members, the transfer of a member's interest and the termination of member(s). The members shall have the power to adopt, alter, amend or repeal the regulations of the Company, unless vested in the Manager(s) of the company by these Articles or any amendments made hereto. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

11. **CONTRACTING DEBT.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company, except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. **TRANSFERABILITY OF MEMBER'S INTEREST.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations.

13. **WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL.**

A. A Member shall not receive out of the Company any part of his, her or its contribution to capital until:

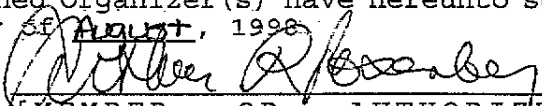
(i) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;

(ii) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded;

(iii) these articles of organization are canceled or so amended as to permit the withdrawal.

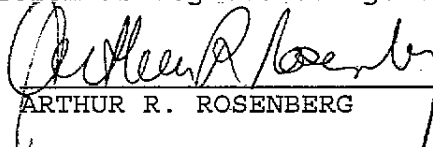
A Member shall be entitled to the return of his, her or its contribution in the manner provided for in the Regulations of the company.

IN WITNESS WHEREOF, the undersigned Organizer(s) have hereunto set their hands and seals this 24th day of August, 1998.

  
[MEMBER OR AUTHORIZED  
REPRESENTATIVE OF A MEMBER]

ACCEPTANCE BY REGISTER AGENT

Having been named as Registered Agent to accept service of process for the above stated limited liability company, 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.

  
ARTHUR R. ROSENBERG

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AFFIDAVIT

STATE OF FLORIDA       )  
                              : ss  
COUNTY OF BROWARD    )


BEFORE ME, the undersigned authority, personally appeared  
ARTHUR R. ROSENBERG, who being by me first duly sworn, on oath,  
deposes and says:

1. That I am an authorized representative of a member of  
PACE DISTRIBUTORS, L.C.
2. That PACE DISTRIBUTORS, L.C. has at least two members.
3. The amount of the cash and description and agreed value  
of the property other than cash contributed by the members is as  
follows:
  - a. The amount of cash being contributed is Sixty  
Thousand (\$60,000.00) Dollars; and
  - b. Real Property with an agreed upon value of Sixty  
Thousand (\$60,000.00) Dollars
4. The amount of anticipated to be contributed by the members is  
Two Hundred Thousand (\$200,000.00) Dollars.

FURTHER AFFIANT SAYETH NAUGHT.

  
ARTHUR R. ROSENBERG

The foregoing instrument was sworn to and subscribed before me  
this 12th day of August, 1998 by ARTHUR R. ROSENBERG, who is  
personally known to me or who has produced \_\_\_\_\_ as  
identification.

  
NOTARY PUBLIC

My commission expires:



DANA CHRISTIE  
My Commission CC495865  
Expires Sep. 14, 1999

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