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LIMITED LIABILITY COMPANY

Fortune Funding ~~Company~~, L.L.C.

Note

Effective

there are periods in L.L.C.

Date is 1/24/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1998

FERRI GRUMER SONN
SIMON SCHINDLER & SANDBERG, P.A.
2650 BISCAYNE BLVD
MIAMI, FL 33137

SUBJECT: FORTUNE FUNDING COMPANY, LLC
REF: W98000026525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "Company." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing
Corporate Specialist

FAX Aud. #: H98000022050
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Fortune Funding, L.L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Fortune Funding, L.L.C.
110 East 59th Street
20th Floor
New York NY 10022

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Terri Grumer Sonn
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Terri Grumer Sonn | FL Bar Member 705365
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137
305-576-1300

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

ROBERT S. OLNICK
110 East 59th Street 20th Floor New York NY 10022
SYLVIA OLNICK
110 East 59th Street 20th Floor New York NY 10022

Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Terri Grumer Sonn | FL Bar Member 705365
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137
305-576-1300

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Article X. Company Existence

The Company's existence shall begin effective as of November 24, 1998.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
TERRI GRUMER SONN
by L.A. Uriarte as attorney-in-fact

Date: November 25, 1998.

Terri Grumer Sonn | FL Bar Member 705365
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137
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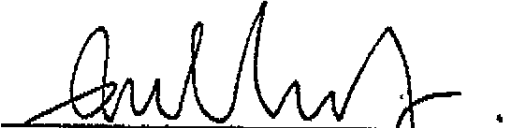
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
Fortune Funding, L.L.C.

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The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



 AUTHORIZED REPRESENTATIVE OF A MEMBER:
 TERRI GRUMER SONN
 by L.A. Uriarte as attorney-in-fact

Date: November 25, 1998.

Terri Grumer Sonn | FL Bar Member 705365
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:
Fortune Funding, L.L.C.**

**REGISTERED AGENT/OFFICE:
Terri Grumer Sonn
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami FL 33137**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Terri Grumer Sonn
by L.A. Uriarte as attorney-in-fact

Date: November 25, 1998.

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