

Division of Corporations

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Division of Corporations
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LIMITED LIABILITY COMPANY

REstructure Group, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
REstructure Group, L.L.C.**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is REstructure Group, L.L.C. (the "Company").

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**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: 1200 N. Federal Highway, Suite 200, Boca Raton, Florida 33432. The name and address of the Company's initial registered agent in the State of Florida is as follows: Richard R. Shavell, 1200 N. Federal Highway, Suite 200, Boca Raton, Florida 33432.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

Prepared By: Marvin S. Kirsner, Esq.
Greenberg Traurig, PA
2255 Glades R., #419A
Boca Raton, FL 33431
Phone: 561-912-3200
Florida Bar No: 348163

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ARTICLE V**DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

NAME	ADDRESS
Richard R. Shavell	1200 N. Federal Highway Suite 200 Boca Raton, FL 33432
Zelenkofske Family Limited Partnership	1200 N. Federal Highway Suite 200 Boca Raton, FL 33432
Howard P. Hoffman	1200 N. Federal Highway Suite 200 Boca Raton, FL 33432
Arthur Karlin	1200 N. Federal Highway Suite 200 Boca Raton, FL 33432

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**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 12th DAY OF DECEMBER, 1998.



RICHARD R. SHAVELL

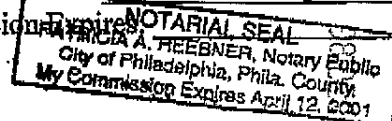
STATE OF ~~FLORIDA~~ ^{Pennsylvania}

COUNTY OF Phila.

Before me personally appeared Richard R. Shavell who is known to me to be the person who executed the foregoing articles of organization on behalf of REstructure Group, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 12th day of December, 1998.


Notary Public Signature
Commission Number _____
My Commission Expires _____



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**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: REstructure Group, L.L.C.
2. The name and address of the registered agent and office is:

Richard R. Shavell
1200 N. Federal Highway
Suite 200
Boca Raton, Florida 33432

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 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.


Richard R. Shavell

12/12/98
(Date)

FILING FEE: \$35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of REstructure Group, L.L.C. deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the members is \$2,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A . 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 is \$2,000. This total includes amounts from 2 and 3 above.


RICHARD R. SHAVELL

Signature of a member or authorized representative of a member.
(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.)

FILING FEE: \$250 for Articles of Organization and Affidavit

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