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December 4, 1998

Writers Direct Dial: (412)

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

\*\*\*\*285.00 \*\*\*\*285.00

Re: Articles of Organization for Florida Limited Liability Company

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-12/11/98--01070--003  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Florida Department of State:

Enclosed for filing are the following documents relative to the organization of Hallmark/Tassone, L.C., a Florida Limited Liability Company: (i) Articles of Organization; (ii) Affidavit of Membership and Contributions; (iii) Certificate of Designation of Registered Agent/Registered Office; and (iv) a check in the amount of \$285. I also have enclosed copies of the foregoing documents and a self-addressed, stamped envelope. Please reflect the pertinent filing information on the documents and return them to me at your earliest convenience.

Should you have any questions or comments, do not hesitate to contact me.

Very truly yours,

*Daniel J. McNulty*  
Daniel J. McNulty

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TALLAHASSEE, FLORIDA

Name	12/11/98
Availability	dcc
Document	Enclosures
Examiner	DCC
Updater	
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Verifier	DCC
Acknowledgement	DCC
W.P. Verifier	DCC

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**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is: **Hallmark/Tassone, L.C.**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 4890 W. Kennedy Boulevard, Suite 920, Tampa, Florida 33609.

**ARTICLE III - Registered Agent**

The name and address of the initial registered agent in the State of Florida shall be Hallmark/Tassone of Florida, Inc., 4890 W. Kennedy Boulevard, Suite 920, Tampa, Florida 33609.

**ARTICLE IV - Duration:**

The period of duration for the Limited Liability Company shall be: Perpetual

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by a manager or managers and the name(e) and address(es) of such manager(s) who is/are to serve as managers(s) is/are:

William S. Binstock  
202 Timber Ridge Road  
Pittsburgh, PA 15238

Timothy L. Tassone  
3314 Scathelocke Road  
Pittsburgh, PA 15235

Louis Lasday  
360 G.M.D. #321  
Longboat Key, FL 34228

Barabara M. Koenig  
110 Detmar Drive  
Winter Park, FL 32789

Michael R. Winner  
4611 Lowell Avenue  
Tampa, FL 33629

**ARTICLE VI - Admission of Additional Members:**

Additional Members may be admitted to the Company and Membership Interests may be created and issued thereto, and to existing Members, at the direction of (a) a majority of the Board of Managers, or (b) a Required Interest consisting of more than fifty percent of the Sharing Ratios of all Members, on such terms and conditions as the managers may determine at the time of admission. The terms of admission or issuance must specify the Sharing

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Ratios and the Capital Contributions applicable thereto and may provide for the creation of different classes or groups of Members and having different rights, powers and duties. The Board of Managers shall reflect the creation of any new class or group in an amendment to the Operating Agreement of the Company indicating the different rights, powers, and duties, and such an amendment must be agreed to by all Members. Any such admission is effective only after the Additional Member has executed and delivered to the Board of Managers a document including the Additional Member's notice address, its agreement to be bound by the Operating Agreement, and its representation and warranty that the representation and warranties in Section 3.02 thereof are true and correct with respect to the Additional Member.

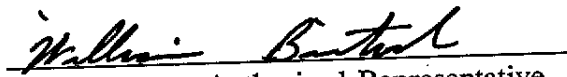
#### **ARTICLE VII - Members Rights to Continue Business:**

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:

Upon the consent of a Required Interest consisting of more than fifty percent of the Sharing Ratios of all Members given within ninety (90) days of the foregoing events, the Members may elect to continue the business of the Company.

HALLMARK/TASSONE, L.C.

By:

  
Its Member or Authorized Representative  
of a Member

Date:

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Hallmark/Tassone, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is . . . . . \$2,000
- 3) if any, the agreed value of property other than cash  
contributed by member(s) is . . . . . \$  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed  
by member(s) is . . . . . \$
- 5) the total amounts of 2, 3 and 4 is . . . . . \$000

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

*Hallmark Tassone*  
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.

**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 HALLMARK/TASSONE, L.C.
2. The name and address of the registered agent and office is:

Hallmark/Tassone of Florida, Inc.  
Attention: Mr. Louis Lasday  
4890 W. Kennedy Boulevard, Suite 920  
Tampa, FL 33609

*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.*

**HALLMARK/TASSONE OF FLORIDA, INC.**

By: William S. Binstock  
William S. Binstock

12-3-98  
(Date)

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