



THE UNITED STATES CORPORATION COMPANY

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 111257 4322747
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : January 25, 1999
ORDER TIME : 11:39 AM
ORDER NO. : 111257-005
CUSTOMER NO: 4322747

~~800002755300~~

CUSTOMER: Mr. Bruce G. Grossberg
GRUBMAN INDURSKY & SCHINDLER,
GRUBMAN INDURSKY & SCHINDLER,
152 W. 57th St.
31st Fl.
New York, NY 10019

000002755420

DOMESTIC FILING

NAME: EQUINE, LLC

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

L99-431

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W.P. Verifier	<i>[Signature]</i>

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the limited liability company is Equine, LLC

ARTICLE II - Address:

The mailing address of the principal office of the Limited Liability Company is

Stacy Smith & Associates, P.C.
1503 Colley Avenue
Norfolk, Virginia 23517

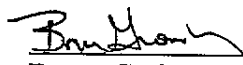
ARTICLE III - Duration:

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

Eileen Lange
c/o Stacy Smith & Associates, P.C.
1503 Colley Avenue
Norfolk, Virginia 23517




Bruce G. Grossberg, authorized representative of member

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AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member or authorized representative of a member of DC&Z, LLC deposes and says:

- 1) the above named limited liability company has at least one 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
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 amount of 2, 3 and 4 is \$ 1,000.00



Bruce G. Grossberg, authorized representative of 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.)

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99 JAN 26 PM 2:14

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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 Equine, LLC
2. The name and address of the registered agent and Office is:

Corporation Services Company
1201 Hays Street
Tallahassee, Florida 32301-2607

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99 JAN 26 PM 2: 14

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.

Merryl Wiener

Name
Merryl Wiener, Asst. V.P.

1/25/99

Date