

Division of Corporations

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Division of Corporations **L990000001087** <https://cc>

Florida Department of State
Division of Corporations
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Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305)374-7580
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LIMITED LIABILITY COMPANY

A LA CARTE ACQUISITION, L.C.

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ARTICLES OF ORGANIZATION
OF
A LA CARTE ACQUISITION, L.C.,
a Florida limited liability company

1. The name of the limited liability company is A LA CARTE ACQUISITION, L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

7100 West Camino Real
Suite 300
Boca Raton, Florida 33433.

4. The name and street address of the initial registered agent of the limited liability company are:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, upon the written consent of the majority membership interests in the limited liability company.
6. Upon 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, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.

This instrument prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389817
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

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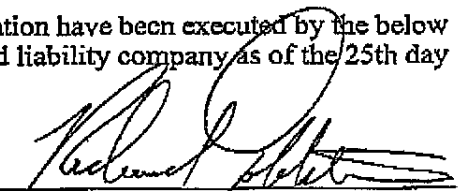
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7. The management of the limited liability company is reserved to its managing member. The name and address of the initial managing member of the limited liability company are:

D.E.T. Card, L.C.
7100 West Camino Real
Suite 300
Boca Raton, Florida 33433.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the below named authorized representative of the member of the limited liability company as of the 25th day of February, 1999.


Richard M. Goldstein, Authorized
Representative

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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: AIA
CARTE ACQUISITION, L.C., a Florida limited liability company.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road
(P.O. Box not acceptable)
Plantation, FL 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM

By:  2-25-99
(Signature) **PETER F. SOUZA** (Date)
ASSISTANT SECRETARY

FILING FEE: \$ 35 for Designation of Registered Agent

28

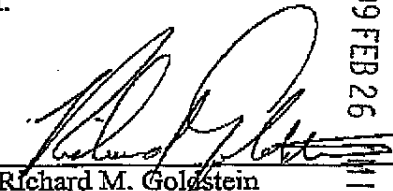
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AFFIDAVIT

The undersigned, Richard M. Goldstein ("Affiant"), as the authorized representative of the member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows:

1. The limited liability company has at least one member.
2. The agreed value of property contributed or anticipated to be contributed to the limited liability company by its members, which shall consist of cash, is \$1,200,000.00. It is not anticipated that any property contributions will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Dated: as of February 25, 1999.


Richard M. Goldstein

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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and subscribed before me this 25th day of February 1999, by Richard M. Goldstein, as authorized representative of the member of A LA CARTE ACQUISITION, L.C., a Florida limited liability company, on behalf of said member; such individual is personally known to me or has produced _____ as identification.

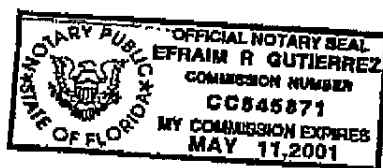
My Commission Expires: 5/11/2001

FLORIDA

[NOTARIAL SEAL]


NOTARY PUBLIC, STATE OF

Print Name: Efraim R. Gutierrez
Serial No., if any: 00645871



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