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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: C&N Trading, L.L.C.

Enclosed is an original and one (1) copy.

Also enclosed is a check made out to the Florida Department of State for a total of \$337.50:

\$250.00 – Filing Fee
\$35.00 – Fee for Designation of Registered Agent
\$52.50 – Fee for Certified Copy

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-02/22/99--01088--003
*****337.50 *****337.50

FROM: Steven Heller
2600 N. Military Trail – Suite 245
Boca Raton, Florida 33431
(561) 989-4990

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR**

C&N TRADING, L.L.C.

The undersigned organizer hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be:

C&N Trading, L.L.C.

ARTICLE II. ADDRESS

The address of the principal office of this limited liability company shall be 2600 N. Military Trail, Suite 245, Boca Raton, Florida 33431, and the mailing address of the limited liability company shall be the same.

ARTICLE III. PERIOD OF DURATION

The period of duration for the Limited Liability Company shall be perpetual.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of such managing members are:

1. Noah Hochman
845 N.E. 134th Street
North Miami, Florida 33161
2. Christina Hom
17095 Darlington Court
Boca Raton, Florida 33496

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The remaining members of the Limited Liability Company shall have the right to admit additional members, upon a unanimous vote of all remaining members, or by their designated proxy. Each member shall be entitled to one vote, and all votes will carry equal weight.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right 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.

**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 C&N Trading, L.L.C..
2. The name and address of the registered agent and office is:

Steven Heller
2600 N. Military Trail, Suite 245
Boca Raton, Florida 33431

*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.*

Steven Heller
Steven Heller

2-17-99
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of C&N Trading, L.L.C., deposes and says:

1. The above limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1.00.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The amount of cash or property anticipated to be contributed by the members is \$1.00.



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.