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LIMITED LIABILITY COMPANY

HARBORSIDE HOLDINGS, LLC

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March 22, 1999

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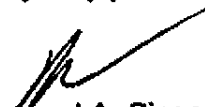
Florida Department of State  
Division of Corporations

RE: Harborside Holdings, LLC

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Enclosed for filing are the Articles of Organization which include the Affidavit of Membership and Contributions and separate Registered Agent Designation for Harborside Holdings, LLC.

Very truly yours,

  
Bernard A. Singer, Esq.

BAS/ks

encl.

cc: Ms. Margaret Giventer

[W1GiventerDivofCorp.ltr](mailto:W1GiventerDivofCorp.ltr)

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**ARTICLES OF ORGANIZATION OF  
HARBORSIDE HOLDINGS, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I**

The name of the Limited Liability Company is Harborside Holdings, LLC.

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company is 2030 South Ocean Drive, Suite 324, Hallandale, Florida 33009.

**ARTICLE III**

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

**ARTICLE IV**

**(Check the appropriate box and complete the statement)**

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

Shoreline Investments, Inc.	2030 South Ocean Drive, Suite 324 Hallandale, Florida 33009
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Next Century Holdings, Ltd.	7510 Sunset Blvd. Suite 1184 Los Angeles, CA 90046
-----------------------------	--

**ARTICLE V**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

This document was prepared by:  
Bernard A. Singer, Esq.  
4925 Sheridan Street, Suite A  
Hollywood, FL 33021  
(954) 885-8800  
Florida Bar# 240761

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No additional members shall be admitted without the consent of all existing members.

**ARTICLE VI**

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:

If an event of dissolution other than the entry of a decree of judicial dissolution occurs with respect to this Limited Liability Company, then the members of this Limited Liability Company may, by their written consent given within ninety (90) days after the event causing dissolution, allow the Limited Liability Company to continue to carry on its business and affairs after such event.

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**ARTICLE VII**

The undersigned member or authorized representative of a member of Harborside Holdings, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is One Hundred (\$100) Dollars;
- 3) If any, the agreed value of property other than cash contributed by members is \$0.00;
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is One Hundred (\$100) Dollars.

(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.)

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 22 day of March, 1999.

  
**MARGARET GIVENTER, President of  
 Shoreline Investments, Inc., a Florida  
 Corporation, a member of Harborside  
 Holdings, LLC**

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**REGISTERED AGENT DESIGNATION  
FOR HARBORSIDE HOLDINGS, LLC**

The name of this limited liability company is Harborside Holdings, LLC.

The name and address of the registered agent and office is Bernard A. Singer, Esq.,  
4925 Sheridan Street, Suite A, Hollywood, Florida 33021.

Having been named registered agent to accept service of process for the above named  
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.

Dated: 3/22, 1999

  
BERNARD A. SINGER

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