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The Law Offices Of
HOWARD L. SCHWARTZ, P.A.

BOCA CORPORATE CENTER
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SUITE 414
BOCA RATON, FLORIDA 33431

Legal Assistant:
Susan Landesman
TELEPHONE: 561-997-0000
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March 19, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002816592-4
-03/24/99-01043-001
****320.00 ****285.00

RE: The WHL, LLC

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Certificate of Articles of Organization for Florida Limited Liability Company, together with our check in the amount of \$320.00 for filing fees. This includes \$285.00 filing fee, plus \$35.00 for Registered Agent.

After filing, please return copy of filed Certificate of Articles of Organization to this office.

If you have any questions, please do not hesitate to contact me.

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

Enclosures

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Enclosures (2)

Susan Landesman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 3/30/99
DOC. EXAM MBA

Name	
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	
Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 AM 10:30

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: WHL, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
2601 E. Oakland Park Blvd. #208, Ft. Lauderdale, FL 33306

ARTICLE III - Duration:

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

ARTICLE IV - Management:

(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 :

William H. Lefkowitz, 2601 E. Oakland Park Blvd., #208, Ft. Lauderdale, FL 33306

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

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

Written consent of general and limited partners.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 AM 10:30

ARTICLE VI - Members Rights to Continue Business:

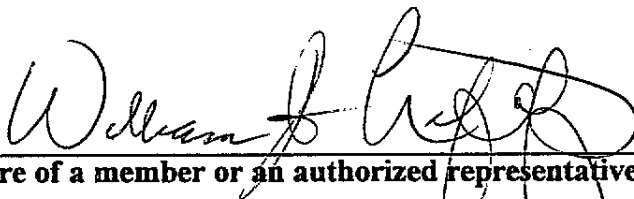
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Written consent of general and limited partners.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of WHL, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ _____;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 10,000.00;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,000.00.



Signature of a member or an 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.)

William H. Lefkowitz
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

Article VII - Affidavit of Membership and contributions:

#3 Preferred stock of Hugh Mac Towing

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WHL, LLC

2. The name and the Florida street address of the registered agent are:

Howard L. Schwartz, P.A.

Name

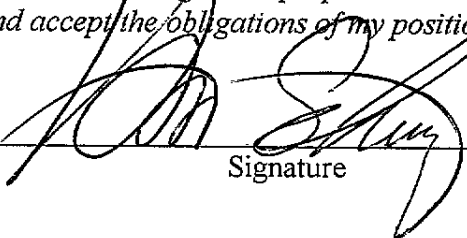
2101 Corporate Blvd. Suite 414,

Florida street address (P.O. Box NOT acceptable)

Boca Raton, FL 33431

City, State and Zip

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 states 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.


Signature