AOUS J CHRESONE P.A. \$455 ATTORIES ATT AVENUE DELRAY BEACH, FL 33483

MEMBER OF N.Y., C.T., FL. & D.C. BARS (561) 272-0282 FAX (561) 272-6013 E-MAIL: LJCLEGAL@AOL.COM NEW YORK OFFICE

111 NORTH CENTRAL PARK AVENUE

HARTSDALE, NEW YORK 10530

(914) 684-0201

FAX (914) 684-0356

****293.75

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Updater Updater

W. P. Vezi

Acknowledgeing

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: SPREE, L.L.C.

Enclosed please find the Articles of Organization and Affidavit for the above referenced Limited Liability Company to be filed with your office.

I have also enclosed my Attorney Trust Account Check in the sum of \$ 293.75 representing the filing fee, designation of Registered Agent fee and Certificate of Status.

Please file the enclosed Articles and return to this office a Certificate of status upon filing.

Very truly yours,

March 25, 1999

LOUIS J. CARBONE

LJC/nlb

ARTICLESS OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SPREE, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

65 NE 4TH Avenue Delray Beach, Florida 33483

ARTICLE III - Duration:

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

Perpetual

99 MAR 29 PM 5: 00 SECRETARY OF STATE VALLAHASSEE, FLORIDA

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 to serve as manager(s) is/are:
- [X] 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:

ROBERT RAFFERTY 10 Manchester Road Eastchester, New York 10709

LOUIS J. CARBONE 65 N.E. 4th Avenue Delray Beach, Florida 33483

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:

Only upon unanimous approval of all members of the limited liability company.

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:

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member in accordance with the terms of the operating agreement for the limited liability Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **SPREE**, L.L.C. certifies:

	ne above named limited liability company has at least one member;			
2) the tot	tal amount of cash contributed by the member(s) is	<u>\$ 1</u>	.000.0	00
3) it	f any, the agreed value of property other than cash contributed by member(s) is A description of the property is attached and made a part hereto.); and	<u>\$ -(</u>	0	
4) tl	he total amount of cash and property contributed and anticipated to be ontributed by member(s) is	<u>\$ 10</u>	0,000.0	00
		38.	۰	- -
	Signature of a marker and the initial state of the	-E3	9.	
	Signature of a member or an authorized representative of a member of a member of a member of a member of the accordance with section 608.408(3), Florida Statutes, the execution of the affidavit constitutes an affirmation under the penalties of perjury that the factorized herein are true.)	TARY OF		FILED

Filing Fee: \$250.00 for Articles and Affidavit

Typed or printed name of signee

LOUIS J. CARBONE

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: SPREE, LLC.		
2.	The name and address of the registered agent and office is:	<u></u>	
	Louis J. Carbone, P.A. (NAME)	99 MAR 29 SEGRETAR TALLAHASS	
	65 N.E. 4th Avenue (P. O. Box NOT ACCEPTABLE)	R 29 PH ETARY OF HASSEE, F	1
	Delray Beach, FL 33483 (CITY/STATE/ZIP)	STATE STATE STATE	1 2 3

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.

(SIGNATURE)
Louis J. Carbone

3-22-99 (Date)