

L99000002256

**MICHAEL BEST
& FRIEDRICH** LLP
Attorneys at Law

100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108
FAX (414) 277-0656
Telephone (414) 271-6560

Offices in:
Madison, Wisconsin
Chicago, Illinois
(Michael Best & Friedrich (Illinois))

Member: Lex Mundi,
A Global Association of
122 Independent Firms

Michael A. Gral

April 16, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Margolis Gral Collins, LLC

800002844178--2
-04/19/99-01127-007
****285.00 ****285.00

Dear Sir/Madam:

Enclosed for filing are duplicate originals of Articles of Organization and Certificate of Designation of Registered Agent/Office on behalf of Margolis Gral Collins, LLC, together with our Firm's check in the amount of \$285 covering the required filing fee. Please provide us with a file stamped original of the Articles of Organization and the Certificate of Designation of Registered Agent/Office on behalf of Margolis Gral Collins, LLC. We have also enclosed a self-addressed Federal Express return label for the return of same to us.

If you have any questions or comments concerning the enclosures, please contact the undersigned or my secretary, Betty Rasky, at your earliest opportunity.

Thank you for your consideration.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

Michael A. Gral

| | |
|----------------|--------------|
| Name | Availability |
| Document | Examiner |
| Updater | |
| Updater | Verifier |
| Acknowledgment | |
| W. P. Verifier | |

MAG/bjr
encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 8:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 8:46

ARTICLES OF ORGANIZATION
OF
MARGOLIS GRAL COLLINS, LLC

The undersigned, acting as organizer, executes these Articles of Organization for the purpose of forming a limited liability company pursuant to Section 608.407, Florida Statutes:

ARTICLE I

The name of the limited liability company is MARGOLIS GRAL COLLINS, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is P.O. Box 331818, Miami, Florida 33233 and 1814 South Bayshore Lane, Miami, Florida 33133, respectively.

ARTICLE III

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

ARTICLE IV

The Limited Liability Company is to be managed by the member and the name and address of the managing member is:

MARGOLIS GRAL, LLC
750 Collins Avenue
Suite 16
Miami Beach, Florida 33139-6277

ARTICLE V

The right of the members to admit additional members and the terms and conditions of the admissions shall be pro rata upon the majority vote of the members.

ARTICLE VI

The right 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 upon the majority vote of the remaining members to continue the business of the Limited Liability Company.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

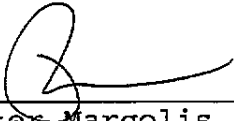
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Margolis Gral Collins, LLC.
2. The name and the Florida street address of the registered agent are:

Margolis Gral, LLC
Attention: Peter Margolis
750 Collins Avenue, Suite 16
Miami Beach, Florida 33139-6277

Having been named as a 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.

MARGOLIS GRAL COLLINS, LLC
By: MARGOLIS GRAL, LLC

By: 
Peter Margolis, Member

ARTICLE VII

The undersigned member or authorized representative of a member of Margolis Gral Collins, LLC certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member is \$1,000.00;
3. If any, the agreed value of property other than cash contributed is; and \$ -0- ;
4. The total amount of cash and property contributed and anticipated to be contributed by the member is \$1,000.00.

Dated this 15th day of April 1999.

MARGOLIS GRAL COLLINS, LLC
By MARGOLIS GRAL, LLC, MEMBER

By: 
Michael A. Gral, Member

This instrument was drafted by and is returnable to:

Michael A. Gral, Esq.
100 East Wisconsin Avenue,
Suite 3300
Milwaukee, Wisconsin 53202-4108
(414)271-6560