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Mark Glassman
3200 N. Port Royale Drive, #703
Ft. Lauderdale, FL 33308

April 28, 1999

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

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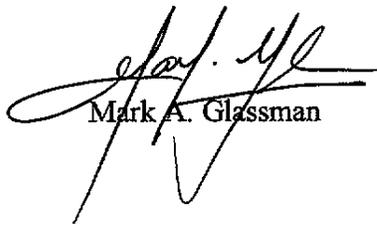
Re: Registration of TMK Properties, L.L.C.

To Whom It May Concern:

Please find enclosed the Articles of Organization and Certificate of Designation of Registered Agent for TMK Properties, L.L.C. Additionally, enclosed is a check for \$285 to cover the necessary filing fees. Please register this company and provide me the a filing receipt for verification of registration.

Thank you for your prompt attention to this matter.

Sincerely,


Mark A. Glassman

Atty: 954 761 8600
491 8105

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AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS
AND

ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY

Pursuant to § 608, Florida Statutes, the undersigned organizer hereby adopts these
Articles of Organization for the purpose of forming a Limited Liability Company:

ARTICLE I

The name of the corporation shall be TMK Properties, L.L.C.

ARTICLE II

The principle place of business and mailing address of said company shall be 640 Cypress
Pointe Drive West, Pembroke Pines, Florida 33027.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

The company is to be managed by the members, and the names and addresses of the
persons serving as managing members are:

- (A) Thoranna Gersinsky, 640 Cypress Pointe Drive West, Pembroke Pines,
Florida, 33027.
- (B) Mark Glassman, 3200 North Port Royale Drive, #703, Ft. Lauderdale, Florida
33308.
- (C) Kenneth Glassman, 82 Pierrepont Street, #5D, Brooklyn, New York 11201.

ARTICLE V

The right of the members to admit additional members and the terms and conditions of the
admissions shall be as follows. The existing members of this limited liability company
must approve the admission of new members by a unanimous vote. Upon such approval,

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new members shall be accorded all rights associated with membership in this limited liability company.

ARTICLE VI

The unanimous approval of the remaining members is required to continue the business of the limited liability company upon 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.

ARTICLE VII

The name and street address of the organizer of this limited liability company is Thoreana Gersinsky, 640 Cypress Pointe Drive West, Pembroke Pines, Florida 33027.

ARTICLE VIII

The undersigned member or authorized representative of a member of the limited liability company named above hereby certifies the following:

- (1) The above named limited liability company has at least one member.
- (2) The total amount of cash contributed by all the members is ten thousand dollars (\$10,000).
- (3) At the time of formation, there is no property contributed by any members to this limited liability company.
- (4) The total amount of cash, property and services contributed by all member is ten thousand dollars (\$10,000).

In accordance with § 608.408(3) of the Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated are true.

Signature of Organizer: Thoreana Gersinsky Date: 4/28 '99

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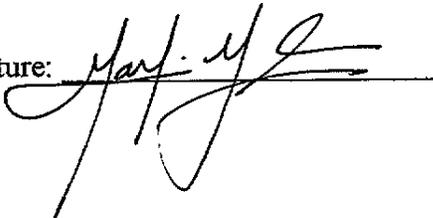
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE
FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Chapter 608 Florida Statutes, the limited liability company named herein submits this certificate of designation of registered agent and registered office to designate a registered agent and registered office in the state of Florida.

1. The name of the Limited Liability Company is TMK Properties, L.L.C.
2. The name and Florida street address of the registered agent are Mark Glassman, Esq., 3200 North Port Royale Drive, #703, Ft. Lauderdale, Florida 33308.

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, 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: _____



Date: _____

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