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LAW OFFICE

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JOSEPH M. BALOCCO
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May 20, 1998

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002882437--6
-05/21/99--01070--013
****337.50 ****337.50

Re: Articles of Organization for Limited Liability Company-
Oakland Bay Warehouses, L.L.C.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Organization for the above proposed Limited Liability Company and a check for \$337.50.

If same meets with your approval, I would kindly request that you please file the original, endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to contact me. Thank you for your kind courtesies and assistance.

Sincerely,

JOSEPH M. BALOCCO

JMB:ea
Enclosures
FEDERAL EXPRESS

Name	
Availability	
Document Examiner	
Updater	
U. S. or Verifier	
Acknowledgement	
U. S. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is: Oakland Bay Warehouses, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is 105 Nurmi Drive, Fort Lauderdale, FL 33301.

ARTICLE III - DURATION

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

ARTICLE IV- MANAGEMENT

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:

<u>Name</u>	<u>Address</u>
Henry Weiss	105 Nurmi Drive, Fort Lauderdale, FL 33301
Carol Weiss	105 Nurmi Drive, Fort Lauderdale, FL 33301

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 conditioned upon the unanimous consent of the members.

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 conditioned upon the unanimous consent of the members.

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**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: Oakland Bay Warehouses, L.L.C.
2. The name and the Florida street address of the registered agent are:

Henry Weiss
Name

105 Nurmi Drive.
Florida Street Address (P.O. Box NOT acceptable)

Fort Lauderdale, FL 33301
City, State and Zip Code

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

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Oakland Bay Warehouses, L.L.C. 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 \$100.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is not applicable; (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 \$100.00.



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.)

Henry Weiss

Typed or printed name of signee