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STEVEN J. ASARCH, P.A.

Law Offices

Steven J. Asarch, J.D., LL.M.*

Board Certified Wills, Trusts and Estates Lawyer

*admitted in FL and NY

OF COUNSEL

Michael B. Shapiro

Andrew M. Dector**

**admitted in FL and NJ

Rhonda V. Gilmore

Certified Legal Assistant

Corporate Centre, Suite 200

7777 Glades Road

Boca Raton, FL 33434

561-487-7789

Fax 561-883-2711

E-mail: sja@trustsandestateslaw.com

Internet: Visit our website at www.estateplanning.com/sjasarch

June 14, 1999

VIA FEDERAL EXPRESS

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

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****337.50 ****337.50

RE: **Dandi Management Company, L.C.**

Dear Sir/ Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization filed on behalf of our client **DANDI MANAGEMENT COMPANY, L.C.** along with my firm's check in the amount of \$337.50 covering the following fees:

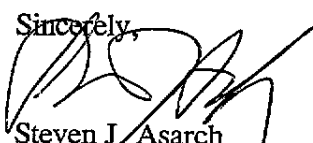
Filing Articles of Organization	\$250.00
Certified copy of Articles	52.50
Designation of Registered Agent	<u>35.00</u>
TOTAL FEES	\$337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 15 PM 1:39

Please file the Articles of Organization and forward to me a Certificate of Organization and certified copy of the Articles as soon as possible. A prepaid Federal Express envelope is enclosed for the purpose of expediting the return of these documents.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call my office.

Sincerely,


Steven J. Asarch
Attorney at Law

SJA:cmf

Encl.

cc: Howard Winitsky w/encl.

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 15 PM 1:39

ARTICLES OF ORGANIZATION
OF
DANDI MANAGEMENT COMPANY, L.C.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

DANDI MANAGEMENT COMPANY, L.C.

ARTICLE II

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

2255 Glades Road, Suite 227W
Boca Raton, Florida 33431

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist until December 31, 2049, unless sooner dissolved according to law.

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Steven J. Asarch, 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Company, unless the regulations are hereafter amended to provide that the Company shall be managed otherwise.

ARTICLE VII

The name and mailing address of the initial sole manager of the Limited Liability Company, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is: Howard Winitsky, 2255 Glades Road, Suite 227W, Boca Raton, Florida 33431.

ARTICLE VIII

The name and mailing and street address of the initial sole member of the Limited Liability Company is: Howard Winitsky, 2255 Glades Road, Suite 227W, Boca Raton, Florida 33431.

ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE X

The members of the Limited Liability Company shall have the right 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 XI

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company, which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE XII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

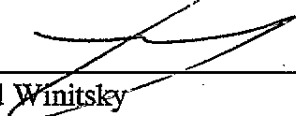
ARTICLE XIII

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE XIV

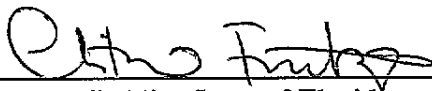
The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

IN WITNESS WHEREOF, I, the undersigned, being the sole member hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of June, 1999.


Howard Winitzsky

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of June, 1999, by Howard Winitsky, as the sole initial member of DANDI MANAGEMENT COMPANY, L.C., on behalf of the Limited Liability Company. He is X personally known to me or _____ has produced his drivers license as identification.

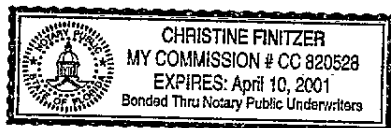


Notary Public, State of Florida at Large

Printed Name: Christine Finitzer

MY COMMISSION EXPIRES:

(SEAL)



**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:

DANDI MANAGEMENT COMPANY, L.C.

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

Steven J. Asarch
Steven J. Asarch, P.A.
7777 Glades Road, Suite 200
Boca Raton, Florida 33434

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.



Steven J. Asarch

June 14, 1999

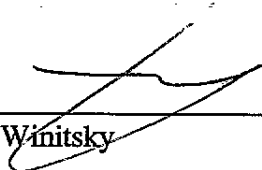
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The undersigned member or authorized representative of a member of DANDI MANAGEMENT COMPANY, 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 \$0.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.00
(a description of the property, if any, is attached and made a part hereto); and
4. the amount of cash and property contributed and anticipated to be contributed by member(s) is \$100.00

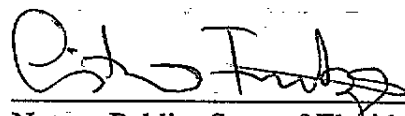
Dated this ____ day of June, 1999.



Howard Winitsky

(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).

SWORN TO and subscribed before me this 14th day of June, 1999, by Howard Winitsky, who X is personally known to me or ____ has produced his drivers license as identification.



Notary Public, State of Florida at Large

Printed Name: Christine Finitzer

MY COMMISSION EXPIRES:

(SEAL)

