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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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New York Forfeiting LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit
☐ NonProfit
☒ Limited Liability Company
☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

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**ARTICLES OF ORGANIZATION
OF
NEW YORK FORFAITING L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of this limited liability company is New York Forfaiting L.L.C. (the "Company").

2. **Mailing Address and Street Address.** The Company's mailing address and street address is 1110 Brickell Avenue, Suite 430, Miami, Florida 33131.

3. **Duration.** The Company shall exist from the date of filing of these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the consent of the Initial Manager (as defined below) or the consent of all the members.

4. **Management of the Company.** The Company shall initially be managed by Fayed Fayed (the "Initial Manager"), 1110 Brickell Avenue, Suite 430, Miami, Florida 33131. Mr. Fayed is also a member of the Company.

5. **Admission of Additional Members.** The managers of the Company may from time to time admit additional members to the Company on the terms and conditions specified by the managers in their sole discretion.

6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Initial Manager or all of the members may consent to continue the LLC.

7. **Regulations.** The managers and the members of the Company shall have the power, acting by unanimous written consent, to amend the regulations of the Company containing provisions for the regulation and management of the affairs of the Company; provided, however, that for so long as the Initial Manager is a Manager, he shall have the right and authority

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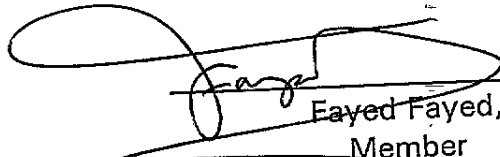
to amend the regulations of the Company without the consent of the members or other managers.

8. Affidavit of Membership and Contributions. The undersigned member certifies:

- (a) the Company has at least one member;
- (b) the total amount of cash contributed by the members is \$1,000;
- (c) no property other than cash has been contributed by the members; and
- (d) the total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.

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The undersigned member executed these Articles of Organization effective as of 6/27, 1999.


Fayed Fayed,
Member

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TALLAHASSEE, FLORIDA

**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: New York Forfaiting L.L.C.

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

Fayed O. Fayed

NAME

1110 Brickell Avenue, Suite 430

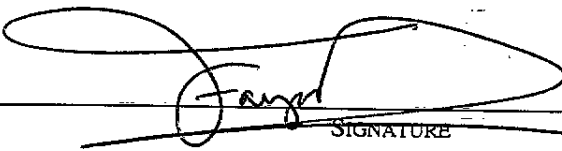
Florida street address (P. O. Box NOT ACCEPTABLE)

Miami, FL 33131

CITY, STATE AND ZIP

The registered office of New York Forfaiting L.L.C. is also designated as this Florida street address.

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

Filing Fee: \$ 35 for Designation of Registered Agent

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