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TRIPP SCOTT

NO.057

P.1

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LIMITED LIABILITY COMPANY

Harnoff Traders, L.C.

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**ARTICLES OF ORGANIZATION
OF
HARNOFF TRADERS, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is:

HARNOFF TRADERS, L.C.

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2010, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

7151 Isle Grove Place
Boca Raton, FL 33433

Prepared By: William J. Gross, Esq.
Bar No. 0898678
Tripp Scott
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Richard Weinberg
7151 Isle Grove Place
Boca Raton, FL 33433

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

This limited liability company may not admit new members or issue additional member interests without the unanimous consent of the existing members. Capital contributions required of new members shall be determined by the existing members at the time of a new member's admission to this limited liability company.

**ARTICLE VII
MANAGEMENT**

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). The manager shall serve until the first annual meeting of the members of this limited liability company or until his successor is elected and qualifies. The name and address of the initial manager of this limited liability company is:

Name

Address

Richard Weinberg

7151 Isle Grove Place
Boca Raton, FL 33433

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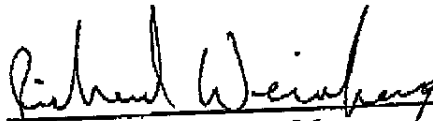
**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE IX
INDEMNIFICATION**

This limited liability company shall indemnify any member of this limited liability company, or any former member of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a Manager and an authorized representative of the members of this limited liability company, has executed these Articles of Organization this 28 day of June, 1999.



Richard Weinberg, Manager and authorized representative of the members of this limited liability company


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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.


Richard Weinberg, Registered Agent

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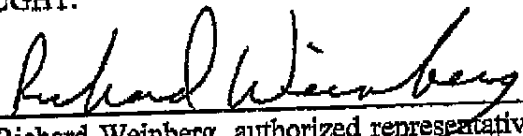
**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
HARNOFF TRADERS, L.C.**

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


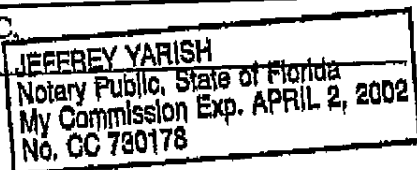
BEFORE ME, the undersigned authority, personally appeared Richard Weinberg, who is a Manager and an authorized representative of the members of HARNOFF TRADERS, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says that:

1. The Company has at least one (1) member; and
2. The members of the Company have contributed, in the aggregate, \$ 200.00 in cash to the Company. No property, other than cash, has been contributed by the members to the Company. No other contributions to the Company are anticipated to be made at this time,

FURTHER AFFIANT SAYETH NAUGHT.


Richard Weinberg, authorized representative of the
members of the Company

SWORN TO AND SUBSCRIBED before me this 7 day of ^{July}~~June~~, 1999.


NOTARY PUBLIC.
Jurisdiction: _____


My Commission Expires:

Personally Known _____ or Produced Identification _____

Type of Identification Produced FL DL # W 516744-57004