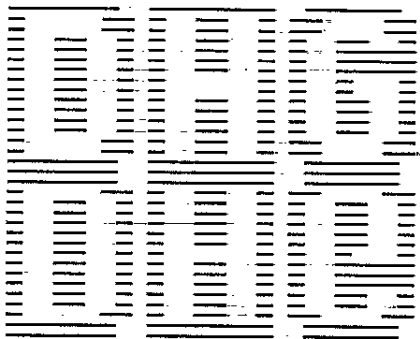


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David H. Greenberg  
Attorney at Law  
1371 SW 12th Avenue  
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Telephone (954) 943-2800  
Fax (954) 943-1314  
Member Florida Bar  
Member New York Bar

July 12, 1999

Secretary of State  
Division of Corporations  
Attn: Registrations Section  
PO Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 19 PM 2:45

RE: Articles of Incorporation of: **Debut E-Group, L.L.C.**

I enclose herewith original and copy-for conforming-of the above listed Limited Liability Company Articles of Organization, together with the following required fees therefore:

1. Filing Fee, incl. Registered Agent Designation Fee.....	\$285.00
TOTAL:	\$285.00

Please proceed to file the said Articles of Organization, returning a conformed copy thereof to the undersigned. Thank you.

Very truly yours,

300002935533--3  
-07/19/99-01137-011  
\*\*\*\*285.00 \*\*\*\*285.00

DAVID H. GREENBERG

DHG/rj  
Encs.

AL

**ARTICLES OF ORGANIZATION FOR Debut E-Group, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I: NAME:**

The name of the Limited Liability Company is: **Debut E-Group, L.L.C.**

**ARTICLE II: ADDRESS:**

The mailing address and street address of the principal office of the Limited Liability Company is:  
**1414 SW 13th Court, Pompano Beach, FL 33069.**

**ARTICLE III: DURATION:**

The period of duration for the Limited Liability Company shall be: perpetual unless terminated upon mutual written consent of all members.

**ARTICLE IV: MANAGEMENT: (check one)**

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: **Henry Ponoroff and Deborah Ponoroff at the following office address: 1414 SW 13th Court, Pompano Beach, FL 33069.**

**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: upon mutual written consent of all members.

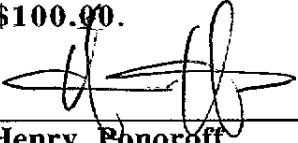
**ARTICLE VI-MEMBERS RIGHTS TO CONTINUE BUSINESS:**

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, 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: upon mutual written consent of all members.

**ARTICLE VII-AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS:**

The undersigned member or authorized representative of a member of **Debut E-Group, 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: **\$ n/a**  
(a description of such property is attached hereto and made a part hereof, if any)
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is: **\$100.00.**

sign:  \_\_\_\_\_, Member (or authorized agent of Member)  
**Henry Ponoroff**

(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.)

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JUL 19 PM 2:45

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
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: **Debut E-Group, L.L.C.**
2. The name and Florida street address of the registered agent is: **Henry Ponoroff, at the office located at 1414 SW 13th Court, Pompano Beach, FL 33069.**

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.

sign:  \_\_\_\_\_, Registered Agent  
**Henry Ponoroff**

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99 JUL 19 PM 2:45