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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 27, 1999

EMPRIE

SUBJECT: COVER MERC L.L.C.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF ORGANIZATION OF
COVER MERC L.L.C.

ARTICLE I
NAME

The name of this Limited Liability Company shall be COVER MERC L.L.C. (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Regulations.

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be at 777 Brickell Avenue, Suite 500, Miami, Florida, and such other place or places as the member from time to time may determine. The mailing address of the Company is c/o Steven L. Cantor, P.A. 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Steven L. Cantor. The address of the initial registered agent is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

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ARTICLE VI
MEMBER

The Company shall have one (1) member at the time of formation. The name and address of the member is:

DIANA COVER
C/O STEVEN L. CANTOR, P.A.
777 BRICKELL AVENUE
SUITE 500
MIAMI, FLORIDA 33131

ARTICLE VII
MANAGEMENT

All business of the Company will be conducted under the exclusive management of its members who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters.

ARTICLE VIII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE IX
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the vote of all holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 27th day of August, 1999, effective upon filing same with the Florida Department of State.

COVER MERC L.L.C.

BY: [Signature]
DIANA COVER, Member

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of August, 1999, by DIANA COVER, who did execute the foregoing Articles of Organization as the sole member, who is personally known to me or who has produced as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

[Signature]
Steven Lee Cantor, Notary Public
State of Florida



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Having been named to accept service of process for COVER MERC L.L.C. at 777 Brickell Avenue, Suite 500, Miami, Florida 33131, 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 relative 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 L. Cantor, Registered Agent

Dated: August 27, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of COVER MERC L.L.C., after being duly sworn, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is Thirty Five Thousand Dollars (\$35,000).
3. The agreed value of property, if any, other than cash contributed by members is N/A. A description of the property (if any) is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is Thirty Five Thousand Dollars (\$35,000). This includes amounts from 2 and 3 above.


DIANA COVER

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of August, 1999, by Diana Cover, who is personally known to me or who has produced _____ as identification.


Steven Lee Cantor, Notary Public



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