

L99000007034

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000026963 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : ADORNO & ZEDER, P.A.
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 858-4777

99 OCT 26 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Judaica Depot, L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

K99000026963 1

**ARTICLES OF ORGANIZATION
OF
JUDAICA DEPOT, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be Judaica Depot, L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 1442 Union Street, Brooklyn, New York 11213.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

K99000026963 1

H99000026963 1

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one remaining member.

ARTICLE X. MANAGEMENT

The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The names and addresses of the initial members of the Company are:

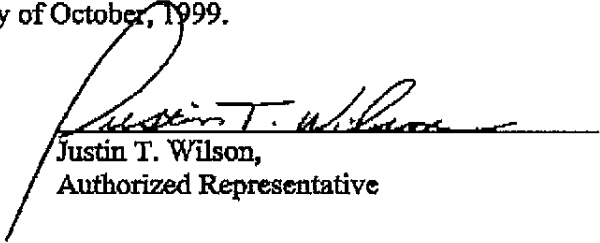
Menachem Fellig
1442 Union Street
Brooklyn, New York 11213

Henchi Fellig
1442 Union Street
Brooklyn, New York 11213

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 13th day of October, 1999.


Justin T. Wilson,
Authorized Representative

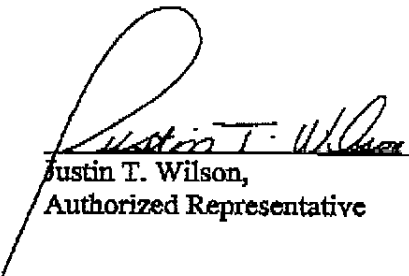
H99000026963 1

The undersigned authorized representative of a member of Judaica Depot, L.C., deposes and says:

1. The above-named limited liability company has at least one (1) member.
2. The agreed nominal value of cash contributions by the members at this time is
3. The agreed nominal value of contributions, other than cash contributed by members, is
4. The total amount of contributions anticipated to be contributed by members is: This total includes amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: October 13, 1999


Justin T. Wilson,
Authorized Representative

H99000026963 1

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of Judaica Depot, L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson,
Secretary and Treasurer

Dated: October 13, 1999