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BLOCK & COLUCCI, P.C.

ATTORNEYS

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November 1, 1999

SCOTT J. LEITTEN

Attorney

Department of State

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

Re: **THE MARRANO GROUP, L.L.C.**  
Our File Number-BC99-047

800003033498--3

-11/03/99--01030--002

\*\*\*125.00 \*\*\*125.00

Gentlemen:

Please find enclosed the following items regarding THE MARRANO GROUP, L.L.C.:

1. Original and one copy of Articles of Organization and Statement Designating Registered Agent and Office.
2. Block & Colucci, P.C. Operating Account Check Number 5317 for \$125.00.

Please date stamp the copies and return in the self addressed envelope.

Very truly yours,

**BLOCK & COLUCCI, P.C.**



Scott J. Leitten, Esq.

SJL/elk

Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
THE MARRANO GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **THE MARRANO GROUP, L.L.C.** ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 441 Seaside Lane, Juno Beach, Florida 33408.

**ARTICLE III - DURATION**

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

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is **SCOTT J. LEITTEN**, Block & Colucci, P.C., 1001 N. U.S. Highway One, Suite 400, Jupiter, Florida 33477.

**ARTICLE V - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed

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transfer by unanimous written consent.

## ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 the remaining members, provided there is at least one remaining member.

## ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is PATRICK A. MARRANO, 441 Seaside Lane, Juno Beach, FL 33408.

IN WITNESS WHEREOF, the undersigned initial member has made and subscribed these Articles of Organization at West Seneca, Florida, on this 28 day of October, 1999.

  
PATRICK A. MARRANO

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TALLAHASSEE, FLORIDA

STATE OF NEW YORK )

)SS

COUNTY OF ERIE )

Sworn to and subscribed before me this 28<sup>th</sup> day of October, 1999, by PATRICK A. MARRANO, who is personally known to me or who has produced a Driver's License as identification, and who did not take an oath.

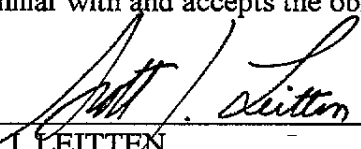
  
NOTARY PUBLIC, State of New York  
My Commission expires: 8/31/2000

(SEAL)

MICHAEL J. KREAMER  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ERIE COUNTY  
MY COMMISSION EXPIRES: 8/31/2000

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **THE MARRANO GROUP, L.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 statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
SCOTT J. LEITTEN  
Registered Agent

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