

L 99000008585



ACCOUNT NO. : 072100000032
REFERENCE : 495749 4323092
AUTHORIZATION : *Patricia Piggett*
COST LIMIT : \$ 125.00

ORDER DATE : November 29, 1999
ORDER TIME : 4:20 PM
ORDER NO. : 495749-005
CUSTOMER NO: 4323092

500003064315-4

CUSTOMER: Ms. Dawn Weisz
MANDEL AND RESNIK, P.C.
MANDEL AND RESNIK, P.C.
220 East 42nd Street
20th Floor
New York, NY 10017

WR 12/18
FILED
99 DEC -8 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: JAMAG LLC

EFFECTIVE DATE: ..

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson
EXAMINER'S INITIALS: _____

RECEIVED
99 DEC -8 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of JAMAG LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 18th day of December, 1999.

Franisco Vaz

WITNESS

FVAROAS

TYPED OR PRINTED NAME

Ney Soto

WITNESS

Ney Soto
TYPED OR PRINTED NAME

Alan P. Levenstein

SIGNATURE

Alan P. Levenstein

TYPED OR PRINTED NAME

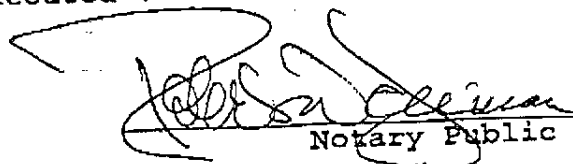
SECRETARY OF STATE
TALLAHASSEE FLORIDA
99 DEC -8 PM 2:02

FILED

UNIFORM ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 1st day of December in the year 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Alan Levenstein, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

ROBERT W. FREIMAN
Notary Public, State of New York
30-E400565
Qualified in Nassau County
Cert. filed with New York Co. Clerk
Commission Expires November 30, 2000

FILED
99 DEC -8 PM 2:02
STATE OF FLORIDA
ALLAHASSEE

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

JAMAG LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: C/O Alan Levenstein, 75 Central Park West, New York, New York 10023.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

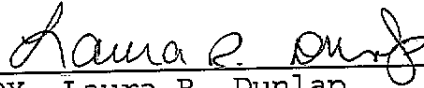
Member: Francisco Vargas	75 Central Park West, Apt. 2CD New York, New York 10023
Ney Soto	75 Central Park West, Apt. 2CD New York, New York 10023

99 DEC -8 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Alan P. Levenstein 75 Central Park West, Apt. 2CD
New York, New York 10023

The undersigned authorized representative of a member of
JAMAG LLC hereby executes these articles of
organization on this 7th Day of December, 1999.

CORPORATION SERVICE COMPANY



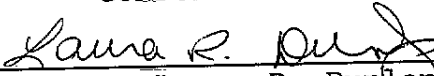
BY: Laura R. Dunlap
as its agent as authorized
representative of
JAMAG LLC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Laura R. Dunlap

Dated: December 7, 1999

MDN/ebc

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 DEC -8 PM 2:02

FILED