

LAW OFFICES
OF
STEVEN WARM
BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 995-7877
TELEFAX (561) 995-7876

MEMBER OF
FLAND NJ BAR

January 27, 1999

Department of State
Division of Corporations
ATTN: DIANE CUSHING
409 E. Gaines St.
Tallahassee, Florida 32399

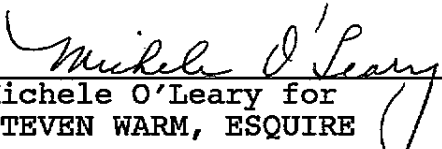
RE: ARTINI-ZAK, L.C.
REF. NO: W99-000001954

Dear Ms. Cushing:

Enclosed please find check in the amount of \$215.00 in payment for the balance due for filing the above named corporation.

Thank you for your prompt attention to this matter.

Sincerely,


Michele O'Leary for
STEVEN WARM, ESQUIRE

Enclosure

L99000000491



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 1999

STEVEN WARM, ESQ.
BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 215
BOCA RATON, FL 33431

SUBJECT: ARTINI-ZAK, L.C.
Ref. Number: W99000001954

We have received your document for ARTINI-ZAK, L.C. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 699A00003527

ARTICLES OF ORGANIZATION OF ARTINI-ZAK, L.C.

ARTICLE I

The name of the Limited Liability Company is **ARTINI-ZAK, L.C.**

ARTICLE II

The principal office of the company shall be located at 2101 Corporate Blvd., Suite 215, Boca Raton, Florida 33431 and the mailing address shall be the same.

ARTICLE III

The Limited Liability Company shall have perpetual existence.

ARTICLE IV

The name and address of the initial registered agent in this state is:

STEVEN WARM, ESQUIRE
2101 Corporate Blvd., Suite 215
Boca Raton, Florida 33431

ARTICLE V

Pursuant to law, additional members may not be admitted to the company unless each existing member consents in writing thereto.

ARTICLE VI

The rights, duties, liabilities, profits and losses shall at all times be equal or as nearly equal as practicable as between the members.

ARTICLE VII

If the members shall enter into a separate written agreement to that effect, then a remaining member or members shall have the right to continue the business on the death,

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retirement, resignation, expulsion or bankruptcy of the other member or members subject to the terms of such agreement.

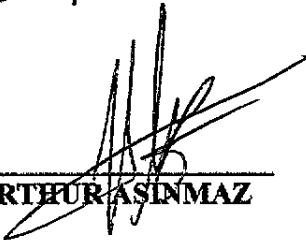
ARTICLE VIII

The company shall be managed by the members, who shall act as managers until the first annual meeting of members and until successors, if any, are elected and qualified. The names and addresses of the members so managing the company are as follows:

ARTHUR ASINMAZ, c/o Deerfield Enterprises, Inc., 1001 W. Newport Center Dr., Suite 112, Deerfield Beach, Florida 33442.

SAHAK KIVIROGLU, c/o Deerfield Enterprises, Inc., 1001 W. Newport Center Dr., Suite 112, Deerfield Beach, Florida 33442

IN WITNESS WHEREOF the undersigned, being both the members and managing members of the company, have executed these articles this 7 day of JANUARY, 1998.



ARTHUR ASINMAZ



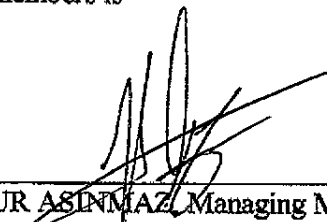
SAHAK KIVIROGLU

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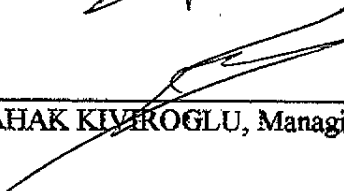
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members of **ARTINI-ZAK, LC.** hereby certify under penalty of perjury that:

- 1) The above named Limited Liability Company has at least two members;
- 2) The total amount of cash contributed by the Members is \$ 250.000 -
- 3) If any, the agreed value of property other than cash contributed by Members is \$ _____;
- 4) The total amount of cash and property contributed and anticipated to be contributed by members is \$ 300.000 -



 ARTHUR ASINMAZ, Managing Member



 SAHAK KIVIROGLU, Managing Member

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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:

ARTINI-ZAK, L.C.

2. The name and the Florida street address of the registered agent are:

**STEVEN WARM, ESQUIRE
Boca Corporate Center
2101 Corporate Blvd., Suite 215
Boca Raton, Florida 33431**

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.


STEVEN WARM, ESQUIRE

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