



L00000002974

ACCOUNT NO. : 072100000032

REFERENCE : 626478 4804661

AUTHORIZATION

Patricia Pizuto

COST LIMIT : \$ 160.00

FILED
RECEIVED
00 MAR 15 PM 4: 58
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : March 15, 2000

ORDER TIME : 4:30 PM

ORDER NO. : 626478-005

CUSTOMER NO: 4804661

CUSTOMER: Julie Lamprecht, Legal Asst
SCHWARTZ & FREEMAN
Suite 1900
401 North Michigan Avenue
Chicago, IL 60611-4206

DOMESTIC FILING

NAME: S. GIMBEL LLC

900003171869--6

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

L00-2974

Name	<i>CP-3-14</i>
Availability	
Designated	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Director	<i>[Signature]</i>
Secretary	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. E. Yaffner	

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

S. Gimbel LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

10155 Collins Avenue, Penthouse 7, Bal Harbour, Florida 33154

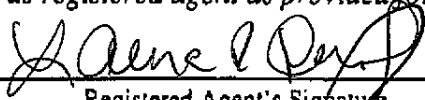
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company
_____ Name
1201 Hays Street
_____ Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
_____ City, State, and Zip

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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 as provided for in Chapter 608, F.S.

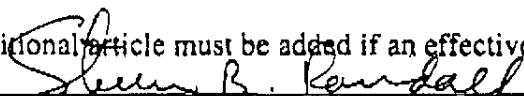


 Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



 Signature of a member or an authorized representative of a member.

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

Steven B. Randall, authorized representative

 Typed or printed name of signee

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)