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ACCOUNT NO. : 072100000032
REFERENCE : 648403 7210100
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 125

00 APR 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : April 3, 2000
ORDER TIME : 2:57 PM
ORDER NO. : 648403-005
CUSTOMER NO: 7210100

600003206646--0

CUSTOMER: Mr. Harry J. Benedict
MR. HARRY J. BENEDICT
MR. HARRY J. BENEDICT
Point Of Americas I
2100 S. Ocean Lane #1512
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: MEPS, 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: Christine Lillich

EXAMINER'S INITIALS:

00 APR 12 PM 4:46
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

200-4229

| | |
|-------------------|-------|
| Name | 24-13 |
| Availability | |
| Document | |
| Prepared | |
| Reviewed | |
| Acknowledgment | |
| P. J. [Signature] | |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MEPS, LLC

ARTICLE II - Address:

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

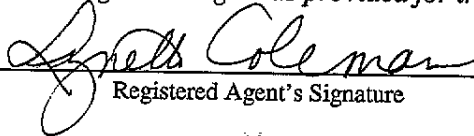
Point of Americas I
2100 South Ocean Lane, #1512
Ft. Lauderdale, Florida 33316

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)
TALLAHASSE FL 32301
City, State, and Zip

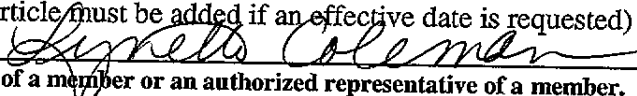
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.)

AUTHORIZED REPRESENTATIVE, LYNETTE COLEMAN

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)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

MEMBERS

HARRY J. BENEDICT
2100 SOUTH OCEAN LANE
FT. LAUDERDALE, FLORIDA 33316

JOYCE W. BENEDICT
2100 SOUTH OCEAN LANE
FT. LAUDERDALE, FLORIDA 33316

CRL

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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 MEPS, 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 13th day of April, 2000.

[Signature]
WITNESS

Linda Reiner
TYPED OR PRINTED NAME

[Signature]
WITNESS

BEATRICE J. TURNER
TYPED OR PRINTED NAME

[Signature]
SIGNATURE

HARRY J. BENEDICT
TYPED OR PRINTED NAME