

L000000/2502



ACCOUNT NO. : 072100000032

REFERENCE : 864127 8690A

AUTHORIZATION :

Patricia Pignate

COST LIMIT : \$ 125.00

ORDER DATE : October 16, 2000

ORDER TIME : 9:53 AM

ORDER NO. : 864127-005

CUSTOMER NO: 8690A

CUSTOMER: Judy Sergile, Secretary
Bedzow Korn Brown Miller &
Zemel, P.a.
Suite 200
20803 Biscayne Boulevard
Aventura, FL 33180

600003425336--3

DOMESTIC FILING

NAME: KHCPCI, LLC

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

JB
10-16-00

FILED
OCT 16 11 41 AM '00
MARTIN COUNTY
FLORIDA
STATE DEPARTMENT OF REVENUE

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
KHCPCL, LLC**

THE UNDERSIGNED, being the authorized representative of the initial member of KHCPCL, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: KHCPCL, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

11355 SW 84th Street
Miami, Florida 33173

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

11355 SW 84th Street
Miami, Florida 33173

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

MICHAEL BEDZOW, ESQ.
BEDZOW, KORN, MILLER, & ZEMEL, P.A.
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180
(305) 935-6888

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

APPROVED AND FILED
00 OCT 15 AM 11:41

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the managers elect to continue the Company either upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company, and so long as there remains at least one (1) member of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by a manager. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until his successor is elected and shall qualify.

Initial Manager:	JACOB SHAHAM
Address:	11355 SW 84 th Street
	Miami, Florida 33176

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

The managers may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company.

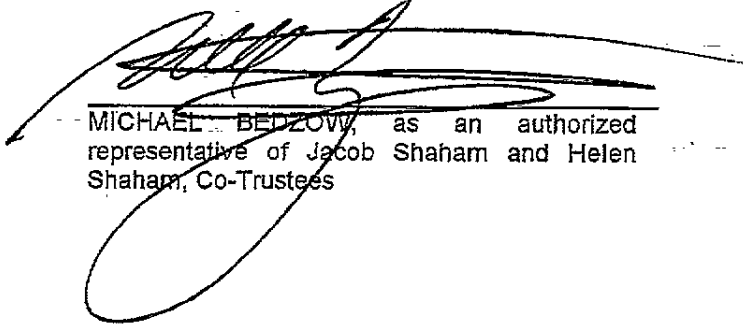
ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

00 OCT 16 AM 11:41
FILED

LOCATION: RX TIME 10/13 00 16:32

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 13 day of October, 2000.



MICHAEL BEDZOW, as an authorized representative of Jacob Shaham and Helen Shaham, Co-Trustees

APPROVED
FILED
00 OCT 16 PM 11:42
NOTARY PUBLIC
STATE OF CALIFORNIA


**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability

Company Act: _____

Having been appointed as registered agent of KHCPCL, LLC, a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: October 13, 2000.



MICHAEL BEDZOW, ESQ.

OCT 15 AM 11:42
FALLS CHURCH, VA