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LAW OFFICES OF
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ADMITTED IN
DISTRICT OF COLUMBIA
FLORIDA
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UNITED STATES SUPREME COURT

MJH

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TRANSMITTAL LETTER

March 23, 2001

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/27/01--01067--008
****155.00 ****155.00

SUBJECT: SHAE SPENCER MANAGEMENT, L.L.C.

Sir or Madam:

Please find enclosed herein two original Articles of Organization and a check in the amount of \$155.00 payable to the Florida Department of State.

A check in the amount of \$155.00 is enclosed for the Filing Fee, Designation of Registered Agent, Certified Copy, and Certificate.

Please forward all correspondence regarding this filing to:

William R. Heitz, P.A.
1801 South Federal Highway
Suite 237
Delray Beach, Florida 33483
(561) 274-7000 Phone
(561) 274-7099 Fax

Very truly yours,

William R. Heitz
William R. Heitz, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
FOR
SHAE SPENCER MANAGEMENT, L.L.C.**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, ("L.L.C. Act"), hereby certifies that:

ARTICLE I. COMPANY NAME

The name of the Limited Liability Company is: SHAE SPENCER MANAGEMENT, L.L.C. (hereinafter the "Company")

ARTICLE II. MAILING AND STREET ADDRESS OF COMPANY

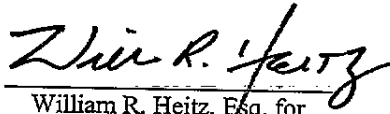
The mailing address and street address of the principal office of the Company is 1387 SW 18TH STREET, BOCA RATON, FLORIDA 33486.

ARTICLE III. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the registered office and the name and address of the registered agent of the Company required to be maintained by Section 608.415 of the L.L.C. Act are:

William R. Heitz, P.A.
1801 SOUTH FEDERAL HIGHWAY, SUITE 237
DELRAY BEACH, FLORIDA 33483

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 in Chapter 608, F.S..



William R. Heitz, Esq. for
William R. Heitz, P.A. as its
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV. COMMENCEMENT AND TERM OF EXISTANCE

The Company shall have a perpetual existence subject to the terms and conditions of the L.L.C. Act and the Limited Liability Company Operating Agreement (“ Operating Agreement”).

ARTICLE V. MANAGERS

The Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the initial managers are set forth below. The initial managers shall serve as the managers until the first annual meeting of the members or until their successors are elected and qualified.

William R. Heitz, 1387 SW 18th Street, Boca Raton, Florida 33486

ARTICLE VI. INDEMNIFICATION

The Company, subject to such standards and restrictions, if any, as are set forth in the Articles of Organization, the Operating Agreement or the L.L.C. Act, may, and shall have the power to, but shall not be required to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

ARTICLE VII. FORMATION

The member hereby forms the Company as a limited liability company under and pursuant to the provisions of the L.L.C. Act for the purposes and upon the terms and conditions set forth in the Operating Agreement. The rights and obligations of the members of the Company shall be as provided in the L.L.C. Act, except as otherwise expressly provided in the Operating Agreement. In the event of any inconsistency between any terms and conditions contained in the Operating Agreement and any non-mandatory provisions of the L.L.C. Act, the terms and conditions contained in the Operating Agreement shall govern.

ARTICLE VIII. MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member’s agreement to comply with the Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE IX. DISSOLUTION OF COMPANY

The limited liability company shall dissolve and terminate only as provide in the Operating Agreement. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member will not terminate the limited liability company if there is at least one member.

ARTICLE X. EFFECTIVE DATE

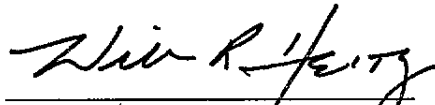
The effective date of these Articles of Organization shall be March 23, 2001.

ARTICLE XI. 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 Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned authorized agent for the Members has executed the foregoing Articles of Organization as of the March 23, 2001.

WILLIAM R. HEITZ, P.A.


As authorized agent for the Members

(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.)