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ATTORNEYS AT LAW

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KENNETH R. DREYFUSS
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**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

*ADMITTED IN NEW YORK
AND NEW JERSEY ONLY

December 28, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: National Growth Holdings Partnership, Ltd.
National Growth Management, LLC.

500004767915--9
-01/11/02--01002--016
****175.00 ****155.00

Dear Sir or Madam:

I am enclosing herewith the following documents and two checks payable to the Florida Secretary of State for the stated filing fees:

Certificate of Limited Partnership of National Growth Holdings Partnership, Ltd.

| | |
|----------------------|-------------|
| Filing fee | \$1,750.00 |
| Registered Agent Fee | \$ 35.00 |
| Certified copy | \$ 52.50 |
| Total | \$1,837.50. |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization of National Growth Management, LLC.

| | |
|----------------------|-----------|
| Filing fee | \$ 100.00 |
| Registered Agent Fee | \$ 25.00 |
| Certified copy | \$ 30.00 |
| Total | \$ 175.00 |

If you should have any questions please call me at my direct line (305) 357-5774 or my cellular phone (305) 978-7980.

Sincerely,
Lee J. Osiason
Lee J. Osiason

LO2-933
Lee J. Osiason

FF \$125
cert copy 30
OP 20

FIELDSTONE LESTER SHEAR & DENBERG
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OF COUNSEL:

ROBERT E. DADY, P.A.
LEE J. OSIASON, P.A.**

**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

January 8, 2002

Department of State
ATTENTION: BRENDA TADLOCK
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: National Growth Holdings Partnership, Ltd.
National Growth Management, LLC.

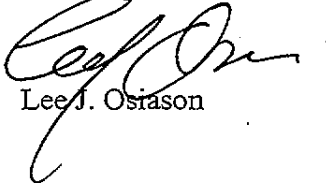
Dear Sir or Madam:

I am enclosing herewith the following documents which were mistakenly not enclosed with my prior letter to you enclosing two checks payable to the Florida Secretary of State:

1. Certificate of Limited Partnership of National Growth Holdings Partnership, Ltd.;
2. Articles of Organization of National Growth Management, LLC.

If you should have any questions please call me at my direct line (305) 357-5774 or my cellular phone (305) 978-7980.

Sincerely,



Lee J. Ostason

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
NATIONAL GROWTH MANAGEMENT, LLC**

ARTICLE I NAME

The name of the limited liability company shall be: **NATIONAL GROWTH MANAGEMENT, LLC**

ARTICLE II EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual.

ARTICLE III PURPOSE

This limited liability company is organized for the purpose of long term family investment in real property and other financial assets, including the purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The mailing and street address of the principal office of the limited liability company is: 1140 NE 163rd Street, Suite 28, North Miami Beach, FL 33162.

ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: DORIS NG, 1140 NE 163rd Street, Suite 28, North Miami Beach, FL 33162.

ARTICLE VI MANAGEMENT

The limited liability company is to be managed by its members.

**ARTICLE VII RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE
AFTER WITHDRAWAL OF A MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability


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TALLAHASSEE FLORIDA

company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII CONTRACTING DEBTS

The consent of a majority-in-interest of the members shall be required to incur any liability on behalf of the limited liability company.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 28 day of December, 2001.

By: 
DAVID NG, MEMBER

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of NATIONAL GROWTH MANAGEMENT, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 28 day of December, 2001.


DORIS NG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA