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February 21, 2002

VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Baer Enterprises, LLC

Dear Sir/Madam:

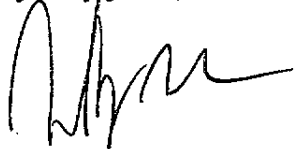
I am enclosing the Articles Of Organization for the above referenced limited liability company to be filed with the Department of State.

Also enclosed is a check made payable to the Department of State in the amount of \$155.00 covering the filing fees for the above and the cost of a certified copy of the Articles Of Organization.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jeffrey B. Kahn

Encl.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FILED

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**ARTICLES OF ORGANIZATION
OF
BAER ENTERPRISES, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is:

BAER ENTERPRISES, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

9030 N.W. 97 Terrace
Medley, FL 33178

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The name of the initial managers of the limited liability company and their address are listed below:

Robert Baer
7252 S.W. 98 Street
Miami, FL 33156

Richard Baer
7900 S.W. 125 Street
Pinecrest, FL 33156

The foregoing individuals are to serve as the managers of the limited liability company until their successors are elected and qualified.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the limited liability company's initial registered agent are listed below:

Jeffrey B. Kahn
3300 University Drive, Suite 711
Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of February, 2002.



Jeffrey B. Kahn

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

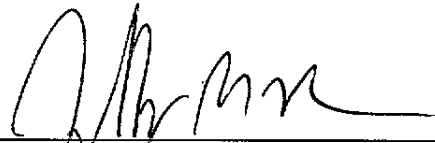
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **BAER ENTERPRISE, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21ST day of February, 2002.



Jeffrey B. Kahn

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA