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(Business Entity Name)

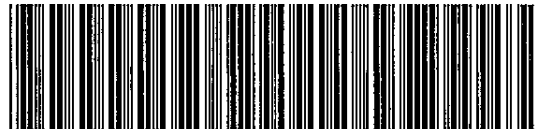
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STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

03 OCT 22 AM 10:13

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FF \$125
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LAW OFFICE'S
ARNSTEIN & LEHR LLP

515 NORTH FLAGLER DRIVE
SIXTH FLOOR

WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

Steven L. Daniels
E-mail: sldaniels@arnstein.com

MIAMI, FLORIDA
BOCA RATON, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

October 21, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ALACHAR I, LLC
ALACHAR II, LLC

FILED
03 OCT 22 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed for filing with the State are the two (2) originals and one copy of each of the Articles of Organization for the above-referenced companies, and this firm's check in the amount of \$287.50 representing the filing fees for each Company (\$100.00 each), the registered agent fees (\$25.00 each), and the cost of certified copies for the Companies (\$8.75 each). Please return certified copies of each of the Articles to the undersigned in the Fed Ex envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk
Enclosures
153282_1

LAW OFFICES
ARNSTEIN & LEHR LLP

515 NORTH FLAGLER DRIVE
SIXTH FLOOR
WEST PALM BEACH, FLORIDA 33401-4323
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MIAMI, FLORIDA
BOCA RATON, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

October 23, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ALACHAR I, LLC
ALACHAR II, LLC

Dear Sir/Madam:

On October 21, 2003 I had inadvertently not enclosed the check for \$287.50 regarding filing with the State the two (2) originals and one copy of each of the Articles of Organization for the above-referenced companies, representing the filing fees for each Company (\$100.00 each), the registered agent fees (\$25.00 each), and the cost of certified copies for the Companies (\$8.75 each). Also I had not enclosed a Federal Express envelope for the return of the filed and certificated copies of the Articles of Organization.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Brenda Fenton,
Legal Assistant

/bf
Enclosures
153512_1

**ARTICLES OF ORGANIZATION
OF
ALACHAR II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be, ALACHAR II, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

3700 S. Ocean Drive, #1210
Highland Beach, FL 33487

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire
Arnstein & Lehr
515 North Flagler Drive, Sixth Floor
West Palm Beach, FL 33401

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a Managing Member in accordance with an Operating Agreement adopted by the Members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the Managing Member of the Company is:

Alfred Stein
3700 S. Ocean Drive
Highland Beach, FL 33487

The amendment of these Articles of Organization shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Florida, on this 13 day of September, 2003.

ALACHAR II, LLC
a Florida limited liability company

By: Alfred Stein
Alfred Stein, Managing Member

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09 SEP 22 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: *Charlotte Stein*
Charlotte Stein, Member

By: *Irving Stein*
Irving Stein, Member

By: *Jack Stein*
Jack Stein, Member

By: *Joyce Douglas*
Joyce Douglas Member

By: *Donald Douglas*
Donald Douglas Member

03 OCT 22 AM 10:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FL)
COUNTY OF Palm Beach)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by ALFRED STEIN, as Managing Member of ALACHAR II, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced Drivers License as identification.

Notary Public
Commission No: _____
Commission Expires: _____

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Benwyn, Chester County
My Commission Expires June 13, 2006

STATE OF FL)
COUNTY OF Palm Beach)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by CHARLOTTE STEIN, as Managing Member of ALACHAR II, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced Drivers License as identification.

Notary Public
Commission No: _____
Commission Expires: _____

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Benwyn, Chester County
My Commission Expires June 13, 2006

STATE OF PA)
COUNTY OF Montgomery)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by IRVING STEIN, Member of ALACHAR II, LLC, a Florida limited liability company, who is personally known to me or has produced DRIVERS LIC. as identification.

Notary Public
Commission No: _____
Commission Expires: _____

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Berwyn, Chester County
My Commission Expires June 13, 2006

FILED
03 OCT 22 AM 10:12
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 02/11/03 BY SP-1/BJD

STATE OF PA)
COUNTY OF Montgomery)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by JACK STEIN, Member of ALACHAR II, LLC, a Florida limited liability company, who is personally known to me or has produced Drivers License as identification.

Notary Public
Commission No: _____
Commission Expires: _____

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Berwyn, Chester County
My Commission Expires June 13, 2006

STATE OF PA)
COUNTY OF Lackawanna)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by JOYCE DOUGLASS Member of ALACHAR II, LLC, a Florida limited liability company, who is personally known to me or has produced Drivers License as identification.

Notary Public
Commission No: _____
Commission Expires: _____

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Berwyn, Chester County
My Commission Expires June 13, 2006

STATE OF PA
COUNTY OF Lackawanna)

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13 day of September, 2003 by DONALD DOUGLASS Member of ALACHAR II, LLC, a Florida limited liability company, who is personally known to me or has produced Drivers License as identification.

Notary Public
Commission No:
Commission Expires:

NOTARIAL SEAL
BENJAMIN L. STEIN, Notary Public
Berwyn, Chester County
My Commission Expires June 15, 2006

03 OCT 22 AM 10:13
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SECRETARY OF STATE
HARRISBURG, PENNSYLVANIA
DELAWARE COUNTY, PENNSYLVANIA

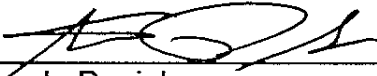
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First -- That ALACHAR II, LLC has named Steven L. Daniels, who is located at Arnstein & Lehr, 515 North Flagler Drive, Sixth Floor, City of West Palm Beach, County of Palm Beach, State of Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Steven L. Daniels

FILED
03 OCT 22 AM 10:10
CLERK OF COUNTY
PALM BEACH, FLORIDA

EXHIBIT A

MEMBER and ADDRESS:

UNITS:

Alfred and Charlotte Stein
3700 S. Ocean Drive, #1210
Highland Beach, FL 33487

500

Irving Stein

200

114 INVERNESS DR
BLUE BELL PA 19422

Jack Stein

200

4 CHASE CIRCLE
FT. WASHINGTON, PA. 19034

Joyce and Donald Douglass

100

300 Crossgate Dr.
Clarks Summit, PA 18411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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