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August 8, 1996

VIA FEDERAL EXPRESS DELIVERY

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001918317
-10/20/96--01075--003
RECORDED 7.50 INDEXED 7.50

Re: Articles of Organization of Chippendales Properties, L.C.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of Articles of Organization, Certificate of Designation of Registered Agent, and the Affidavit of Membership and Contributions, for the above referenced limited liability company. I am enclosing a check in the amount of \$337.50 to cover the following fees:

Filing Fee	\$250.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 52.50

If a corporation already exists under this name, please advise and return the enclosed Articles of Organization and check to our offices.

Should you have additional questions in this regard, please do not hesitate to contact me.

Very truly yours,


William B. Pringle, III

WBPIII/jmh
Enclosures

AUG 13 1996

BSB

FILED
96 AUG -9 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CHIPPENDALES PROPERTIES, L.C.**

FILED
96 AUG -9 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of this limited liability company is CHIPPENDALES PROPERTIES, L.C.

Article II

Duration

This limited liability company will be in existence for a period of fifty (50) years beginning on the effective date of these Articles of Organization.

Article III

Purpose

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

Article IV

Address

The principal place of business and mailing address of this limited liability company shall be 7380 Sand Lake Road, Suite 350, Orlando, Florida 32819.

Article V

Initial Registered Agent and Office

The initial registered agent of the limited liability company is William B. Pringle, III, P.A., and the initial registered office address shall be 7380 Sand Lake Road, Suite 350, Orlando, Florida 32819.

Article VI

Management

The limited liability company will be managed by all of its members. Their names and addresses are:

Chippendales U.S.A., Inc.
7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

Chippendales Holdings, Inc.
7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

Article VII

Powers

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Act.

Article VIII

Admission of New Members

The members shall have the right to admit new members.

The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for such consideration as the members shall determine.

Article IX

Right of Continuance

The members shall have the right to continue the business 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.

Article X

Regulations

The Regulations may be adopted, altered, amended, or repealed by the members.

IN WITNESS WHEREOF, a member of the limited liability company has executed these Articles of Organization on this 17th day of August, 1996, thereby affirming under penalties of perjury that the facts contained in these Articles of Organization are true to the best of his or her knowledge.

Organizing Members:

By: Alan A. Siegel
Alan A. Siegel, President
Chippendales U.S.A.

By: Alan A. Siegel
Alan A. Siegel, President
Chippendales Holdings, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

This instrument was acknowledged before me this 8th day of August, 1996,
by ALAN A. SIEGEL, President of Chippendales U.S.A., a Nevada Corporation. He
personally appeared before me at the time of notarization and he is personally known to
me.

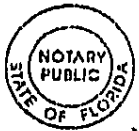


ROBERT FISCHETTI
My Comm Exp. 3/16/97
Bonded By Service Ints
No. CC267107
 Personally Known Other

Robert Fischetti
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

This instrument was acknowledged before me this 8th day of August, 1996,
by ALAN A. SIEGEL, President of Chippendales Holdings, Inc., a Florida Corporation.
He personally appeared before me at the time of notarization and he is personally known
to me.



ROBERT FISCHETTI
My Comm Exp. 3/16/97
Bonded By Service Ints
No. CC267107
 Personally Known Other

Robert Fischetti
Notary Public, State of Florida
My Commission Expires:

(wpwin\chippen\articles.org)

AFFIDAVIT OF MEMBERSHIP

STATE OF FLORIDA

COUNTY OF ORANGE

We, CHIPPENDALES U.S.A. and CHIPPENDALES HOLDINGS, INC., after being duly sworn, state that to the best of our knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

1. The name of the limited liability company is CHIPPENDALES PROPERTIES, L.C.

2. The limited liability company has at least 2 members.

3. The name and address of each member of the limited liability company is:

CHIPPENDALES U.S.A.
7380 Sand Lake Road
Suite 350
Orlando, Florida 32819

CHIPPENDALES HOLDINGS, INC.
7380 Sand Lake Road
Suite 350
Orlando, Florida 32819

4. The amount of cash and a description and agreed value of property other than cash contributed by each member is as follows:

<u>Member</u>	<u>Contribution</u>
CHIPPENDALES U.S.A.	\$5,000.00
CHIPPENDALES HOLDINGS, INC.	\$5,000.00

[signatures continued on next page]

5. The amount of cash and a description and agreed value of property other than cash to be contributed by each member is not determined as of this date.

Organizing Members:

CHIPPENDALES U.S.A., INC.

By: Alan A. Siegel
ALAN A. SIEGEL, President

CHIPPENDALES HOLDINGS, INC.

By: Alan A. Siegel
ALAN A. SIEGEL, President

STATE OF FLORIDA
COUNTY OF ORANGE

This instrument was acknowledged before me this 8th day of August, 1996, by ALAN A. SIEGEL, as President of Chippendales U.S.A., a Nevada Corporation, on behalf of the corporation. He personally appeared before me at the time of notarization and is personally known to me or produced _____ as identification.

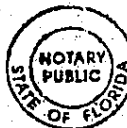


ROBERT FISCHETTI
My Comm. Exp. 3/16/97
Bonded By Service-Ins
No. CC267107
 Personally Known Other U.S.

Robert Fischetti
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

This instrument was acknowledged before me this 11th day of August, 1996, by ALAN A. SIEGEL, as President of Chippendales Holdings, Inc., a Florida Corporation, on behalf of the corporation. He personally appeared before me at the time of notarization and is personally known to me or produced _____ as identification.



ROBERT FISCHETTI
My Comm. Exp. 3/16/97
Bonded By Service-Ins
No. CC267107
 Personally Known Other U.S.

Robert Fischetti
Notary Public, State of Florida
My Commission Expires:

(wpwin\chippen\affidav.mem)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Subsection 608.407(1)(d) of the Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the limited liability company is CHIPPENDALES PROPERTIES, L.C.
2. The name and address of the registered agent and office is:

William B. Pringle, III, P.A.
7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

Organizing Members:

CHIPPENDALES U.S.A., INC.

By: Alan A. Siegel
ALAN A. SIEGEL, PRESIDENT

CHIPPENDALES HOLDINGS, INC.

By: Alan A. Siegel
ALAN A. SIEGEL, PRESIDENT

Date: August 8, 1996

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.

SIGNATURE

William B. Pringle, III, P.A.

By:


William B. Pringle, III, Esquire

DATE

August 8, 1996

(wpwllhlpnvegagen.dee)

FILED
96 AUG 8 - 9 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA