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LAW OFFICES OF
MARIAN A. SCHWEIGER

SUITE 109
901 N.E. 125TH STREET
NORTH MIAMI, FLORIDA 33161

TELEPHONE:
(305) 891-1442

June 24, 1997

FACSIMILE:
(305) 891-6104

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

FILED
97 JUN 26 PM 3:40
TALLAHASSEE, FLORIDA

Re: Kindred Management L.C.

Gentlemen:

Enclosed please find the articles of organization for Kindred Management L.C. together with my check in the amount of \$337.50 for filing fee and a certified copy of the filed articles.

Thank you for your attention to this matter.

Very truly yours,

Marian A. Schweiger
MARIAN A. SCHWEIGER

MAS/me

Enc.

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FILED
97 JUN 26 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
KINDRED MANAGEMENT, L.C.**

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 KINDRED MANAGEMENT, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be c/o Marvin Leibowitz, 11410 North Bayshore Drive, North Miami, FL 33181.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate upon the death, bankruptcy or dissolution of any member.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: MARIAN A. SCHWEIGER, 901 N.E. 125th Street, Suite 109, North Miami, FL 33161.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or

property as set forth herein: Marvin Leibowitz	\$25.00
Isa Garcia	\$25.00
Lee Reznick	\$25.00
Jonathan Segal	\$25.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only upon the unanimous consent of all members.

ARTICLE VII - ALLOCATION OF PROFITS AND LOSSES

The company shall prepare its financial statements in accordance with generally accepted accounting principles. All losses shall be allocated to Marvin Leibowitz. All profits shall be allocated to the members in proportion to their capital contributions.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members 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, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member of the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE X - MANAGEMENT

The company shall be managed by the members in accordance with regulations 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 members of the company are:

NAME	ADDRESS
Marvin Leibowitz	11410 N. Bayshore Drive North Miami, FL 33181
Isa Garcia	11410 N. Bayshore Drive North Miami, FL 33181
Lee Reznick	17711 Lake Estates Drive Boca Raton, FL 33496
Jonathan Segal	9856 Easton Beverly Hills, CA 90210

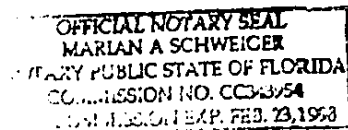
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these articles of organization at North Miami, Florida, on this 24 day of June, 1997.

Lee Reznick
LEE REZNICK

STATE OF FLORIDA

COUNTY OF DADE

Sworn to and subscribed before me this 24 day of June, 1997 by Lee
Reznick



Marian A. Schweiger
Notary Public-State of Florida
MARIAN A. SCHWEIGER

Personally known X OR Produced Identification _____

Type of Identification Produced _____

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KINDRED MANAGEMENT,
L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by members is -0-.
4. The total of cash or property anticipated to be contributed by the members is \$100.00.

This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 6/24/97

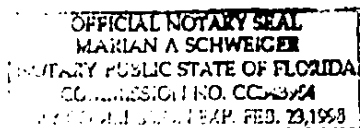
Lee Reznick
LEE REZNICK

STATE OF FLORIDA

COUNTY OF DADE

Lee Reznick
Applicant

Sworn to and subscribed before me this 24 day of June, 1997, by Lee
Reznick



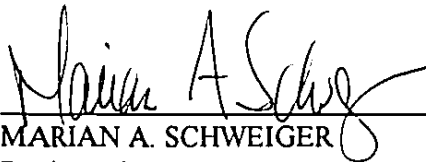
Marian A. Schweiger
Notary Public, State of Florida
MARIAN A. SCHWEIGER

Personally Known X or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of KINDRED MANAGEMENT, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 her duties, and is familiar with and accepts the obligations of the position of registered agent.


MARIAN A. SCHWEIGER

Registered Agent

FILED
97 JUN 26 PM 3:43
TALLAHASSEE, FLORIDA