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AVENTURA OFFICE
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SUITE 802
2875 NE 191ST STREET
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 705-0941
FACSIMILE: (305) 705-0942
PLEASE REPLY TO AVENTURA OFFICE

KENNETH R. DREYFUSS
OF COUNSEL
ROBERT E. DADY, P.A.

VIA FEDERAL EXPRESS

March 24, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002818441-3
-03/25/99-01070-003
***285.00 ***285.00

Re: MONICA & SHUR, LLC

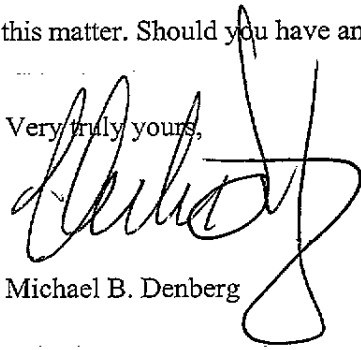
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of Articles of Organization for the above referenced Corporation, together with this firm's check in the amount of \$285.00 representing the necessary filing fee.

Please file the enclosed Articles and return a copy of same to this office. I have enclosed a stamped envelope for your convenience.

Thank you for your time and attention to this matter. Should you have any questions, please do not hesitate to contact us at (305) 705-0941.

Very truly yours,



Michael B. Denberg

MBD/ccc
Enclosures

C:\MyFiles\MBD\Shur\Letters\Secretary of State letter.wpd
3/24/99 02:35 PM

Michael Denberg GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 3/30/99
DOC. EXAM MBD

Name	
Availability	
Document Examiner	MBD
Updater	MBD
Checker	
Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 8:04

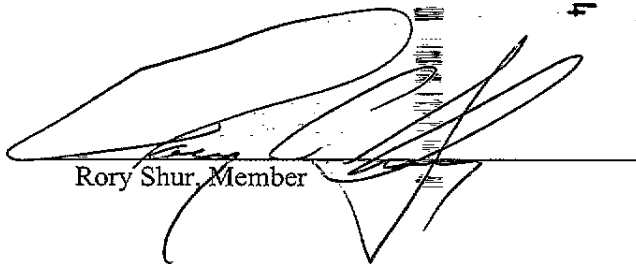
**ARTICLES OF ORGANIZATION
OF
MONICA & SHUR, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is Monica & Shur, LLC (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be thirty years from the date of the filing of these Articles of Organization, unless sooner dissolved in accordance with Florida law.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. STREET ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS. The street address and mailing address of the principal office of the Company is c/o Rory Shur, 2875 NE 191st Street, Suite 508, Aventura, Florida 33180.
5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is Michael B. Denberg, Esq., 2875 NE 191st Street, Suite 802, Aventura, Florida 33180.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the unanimous consent of the then existing members.
7. CONTINUITY OF BUSINESS. The Company shall not be dissolved upon 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 Company.
8. MANAGEMENT. The Company shall be managed by managers, and the names and addresses of the initial managers are:

<u>Manager</u>	<u>Address</u>
Rory Shur	2875 NE 191st Street, Suite 508 Aventura, Florida 33180
Elena Monica	2972A-Aventura Boulevard, Suite 228 Aventura, Florida 33180

The undersigned has executed these Articles of Organization on the 24 day of March, 1999



 Rory Shur, Member

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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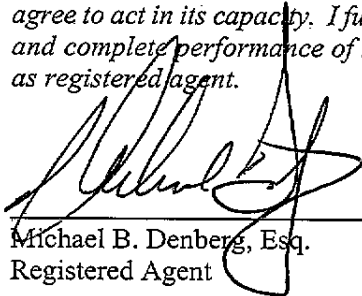
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Monica & Shur, LLC.
2. The name and address of the registered agent and office is:

Michael B. Denberg, Esq.
2875 N.E. 191st Street, Suite 802
Aventura, Florida 33180

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 its 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.



Michael B. Denberg, Esq.
Registered Agent

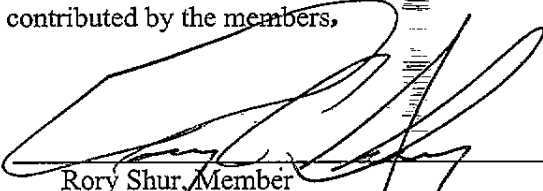
March 24, 1999

(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative and managing member of Monica & Shur, LLC deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.
3. No property other than cash is being contributed by the members.
4. Additional cash is anticipated to be contributed by the members, in the amount of \$10,000.


Rory Shur, Member

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