



THE UNITED STATES CORPORATION COMPANY

L9900000 4404

ACCOUNT NO. : 072100000032

REFERENCE : 312538 7108498

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

285.00

ORDER DATE : July 20, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 312538-005

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CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
RICHARD J. ALAN CAHAN, P.A.
RICHARD J. ALAN CAHAN, P.A.
C/o Becker & Poliakoff, P.a.
5201 Bluelagoon Dr., Suite 100
Miami, FL 33126

DOMESTIC FILING

NAME: ATLAS OIL FLORIDA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
99 JUL 20 AM 7: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 20 PM 12: 11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten initials and numbers

Handwritten date: 7-21-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ATLAS OIL FLORIDA, L.C.
Ref. Number: W99000016687

We have received your document for ATLAS OIL FLORIDA, L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please change the money on the cover page. The fee for this filing is \$285.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 599A00037130

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ATLAS OIL FLORIDA, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be **ATLAS OIL FLORIDA, L.C.**

ARTICLE II - DURATION

The Company shall exist for not more than 30 years from the filing date of these Articles.

ARTICLE III - PURPOSE

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business of the Company shall be 21246 "C" Clubside Drive, Boca Raton, FL 33434 and the mailing address of the Company is 21246 "C" Clubside Drive, Boca Raton, FL 33434.

**ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Richard J. Alan Cahan.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Membership Interests of the Company, as defined in Section 2.2.1 of the Operating Agreement, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BURTON EISENBUD	21246 "C" Clubside Drive Boca Raton, FL 33434
GARY EISENBUD	100 Browning Road Short Hills, NJ 07052

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ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members:

<u>NAME</u>	<u>ADDRESS</u>
BURTON EISENBUD	21246 "C" Clubside Drive Boca Raton, FL 33434

ARTICLE IX -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, as defined in Section 2.2.1 of the Operating Agreement, consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the

continued existence of the Company subsequent to the foregoing events.

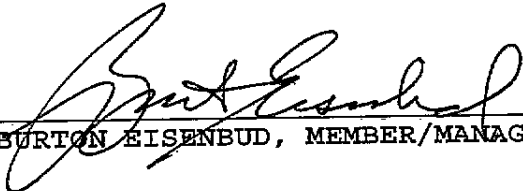
ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

ARTICLE XI - AMENDMENTS

These articles may be amended from time to time by a consent of the majority of the Membership Interests, as defined in Section 2.2.1 of the Operating Agreement, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 14 day of July, 1999.


BURTON EISENBUD, MEMBER/MANAGER

STATE OF FLORIDA)
) SS.
COUNTY OF Broward)

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TALLAHASSEE, FLORIDA
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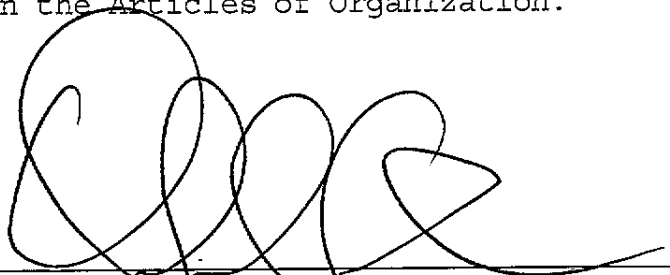
The foregoing Articles of Organization was acknowledged before me this 14 day of July, 1999 by BURTON EISENBUD who has produced a valid drivers license or passport for identification and who did (not) take an oath.


Notary Public, State of Florida at Large:
My Commission Expires:

OFFICIAL NOTARY SEAL
JENNIFER BALES DRAKE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC553506
MY COMMISSION EXP. MAY 19 2000

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **ATLAS OIL FLORIDA, L.C.**, as stated in the Articles of Organization.



RICHARD J. ALAN CAHAN

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

ATLAS OIL FLORIDA, L.C.
a Florida Limited Liability Company

The undersigned member or authorized representative of a member of ATLAS OIL FLORIDA, 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 as follows:

BURTON EISENBUD	\$99,000.00
GARY EISENBUD	\$1000.00

3. If any, the agreed value of property other than cash contributed by members is -0-

4. The amount of cash or property anticipated to be contributed by members is \$100,000.00

5. The total amount of 2, 3 and 4 is \$100,000.00

Dated: 14th day of July, 1999

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and the facts stated are true and correct.

ATLAS OIL FLORIDA, L.C.
a Florida Limited Liability Company

BY: 
BURTON EISENBUD
AS ITS: Manager

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