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Tuesday, August 17, 1999

Division of Corporations

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LIMITED LIABILITY COMPANY

TFS Holdings, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 19, 1999

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: TFS HOLDINGS, L.L.C.
REF: W99C00019197

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
TFS Holdings, L.L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
TFS Holdings, L.L.C.
2827 Bellmore Court
Wellington FL 33414

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401

Article V. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
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Article VI. Admission of Additional Members

The members shall have the right to admit additional members to the Company upon the written approval of the members holding a majority of the membership interests in the Company.

Article VII. Limitation on Agency Authority of Members

Pursuant to section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member.

Article VIII. Management

This will be a manager-managed company. The name and address of each manager is:

PHILIP J. LEVIN
2827 Bellmore Court, Wellington, FL 33414

Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410

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Article X. Company Existence

The Company's existence shall begin effective as of August 17, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:

MITCHELL D. SCHEPPS

by L.A. Uriarte as attorney-in-fact

Date: August 18, 1999

Mitchell D. Schepps | FL Bar Member 979139

Rosen & Reade, LLP

Phillips Point, West Tower

777 South Flagler Drive, Suite 1102

West Palm Beach FL 33401

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

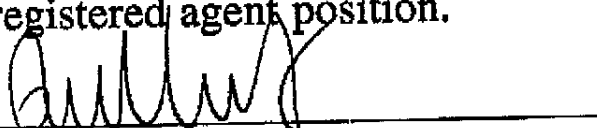
LIMITED LIABILITY COMPANY:

TFS Holdings, L.L.C.

REGISTERED AGENT/OFFICE:

**Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Mitchell D. Schepps
by L.A. Uriarte as attorney-in-fact**

Date: August 18, 1999

**Mitchell D. Schepps | FL Bar Member 979139
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Phillips Point, West Tower
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West Palm Beach FL 33401
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
TFS Holdings, L.L.C.

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
MITCHELL D. SCHEPPS
by L.A. Uriarte as attorney-in-fact

Date: August 18, 1999

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