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JAMES Q. SHER
ATTORNEY AT LAW
1801 CENTURY PARK EAST, SUITE 2400
LOS ANGELES, CA 90067-2326

FILED

96 OCT 16 AM 11:21
TALLAHASSEE, FLORIDA
TELEPHONE 310 556-3300
FACSIMILE 310 556-2424

October 15, 1996

FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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Attn: Dana Farmer
New Filing

Re: Limited Liability Companies/Limited Partnerships

Dear Ms. Farmer:

Pursuant to our conversation, enclosed please find the original and a copy of the following documents:

1. Articles of Organization for the formation of ten (10) Florida Limited Liability Companies, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Membership and Contributions.

2. Check in the amount of \$2,850 for the filing fees.

Please file the originals and return the copy with your file stamp. I am not requesting certified copies, only a conformed copy with your file stamp.

If possible, please call me to confirm that the enclosed have been filed.

Also enclosed are the original and a copy of the following documents:

1. Certificates of Limited Partnership for the formation of ten (10) Florida Limited Partnerships, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Capital Contributions.

2. Check in the amount of \$17,850 for the filing fees.

3. An extra copy of this letter.

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TALLAHASSEE, FLORIDA

After you have filed the limited liability companies, please deliver the limited partnership documents to their filing department so that they may be filed.

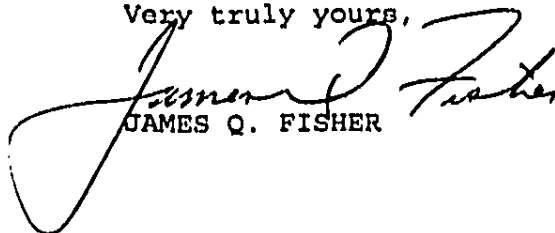
Please ask them to file the originals and return the copy with their file stamp. I am not requesting certified copies, only a conformed copy with the file stamp.

If possible, please ask them to call me to confirm that the enclosed have been filed.

If there are any problems or questions, please call me.

Thank you for your courtesy and cooperation.

Very truly yours,


JAMES Q. FISHER

Enclosures

ARTICLES OF ORGANIZATION
OF

1201 NW 54TH ST, L.C.,
a Florida limited liability company

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SECRETARY OF STATE

1. The name of the limited liability company is 1201 NW 54TH ST, L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall terminate on the 99th anniversary of such date.
3. The mailing address and the street address of the principal office of the limited liability company is:

419 West 49th Street, #106
Hialeah, Florida 33012-3602
4. The name and street address of the initial registered agent of the limited liability company are:

7800 NE 2ND AVE, L.C.
a Florida limited liability company
419 West 49th Street, #106
Hialeah, Florida 33012-3602
5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. 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 limited liability company, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. Except as otherwise set forth in the Regulations of the limited liability company, the limited liability company shall be managed by three (3) managers. The names and addresses of each of the initial managers of the limited liability company are set forth on Exhibit "A" to these Articles of Organization, and said Exhibit "A" constitutes a part of these Articles of Organization.

Date: October 15, 1996

Member: RJR ENTERPRISES, LLC,
a Nevada limited liability company

By: 
James Q. Fisher, a Manager

This instrument prepared by:

George J. Alboum, Esquire
Florida Bar No. 000948
420 Lincoln Road, Suite 315
Miami Beach, FL 33139-3014
Telephone: 305-531-3469

EXHIBIT "A"

NAMES AND ADDRESSES OF THE MANAGERS

RONALD P. FISHER
1801 Century Park East #2400
Los Angeles, CA 90067-2326

JAMES Q. FISHER
1801 Century Park East #2400
Los Angeles, CA 90067-2326

RICHARD J. FISHER
1801 Century Park East #2400
Los Angeles, CA 90067-2326

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

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TALLAHASSEE, FLORIDA

The undersigned, who has been designated in the foregoing articles of organization as registered agent for the limited liability company therein named, hereby agrees that it will accept service of process for and on behalf of said limited liability company and that it will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Date: October 15, 1996

7800 NE 2ND AVE, L.C.
a Florida limited liability company

By: 

JAMES Q. FISHER, A Manager
419 West 49th Street, #106
Nialeah, Florida 33012-3602

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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TALLAHASSEE
SECRETARY OF STATE

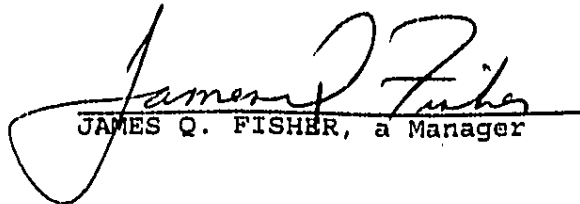
The undersigned, a manager of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, hereby deposes and says as follows:

1. The limited liability company has at least two (2) members.

2. The aggregate amount of cash and other property contributed and anticipated to be contributed to the limited liability company by its members is \$7,500.

Upon penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Date: October 15, 1996


JAMES Q. FISHER, a Manager