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March 31, 2000

VIA FEDERAL EXPRESS

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

Re: Articles of Organization
P & C HOLDINGS, LLC.

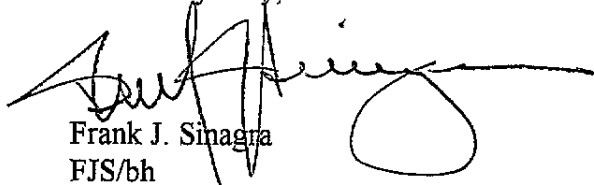
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****250.00 ****250.00

To Whom It May Concern:

I am enclosing Articles of Organization on behalf of the above named entity to be filed with the Secretary of State of Florida. Please accept these Articles for filing and return a copy to this office showing the filing information. I am also enclosing our check in the amount of \$250.00 to cover the filing fee.

Should you require anything further please do not hesitate to give me a call. Thank you for your assistance in this matter.

Yours very truly,



Frank J. Sinagra
FJS/bh
Enclosure:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
4/1/00

MIAMI OFFICE:

100 SOUTH BISCAYNE BOULEVARD, SUITE 800, MIAMI, FLORIDA 33131, TEL. (305) 374-1300, FAX (305) 358-8305

ARTICLES OF ORGANIZATION

OF

P & C HOLDINGS, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be **P & C HOLDINGS, L.L.C.**, and its principal place of business shall be in the City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the members.

ARTICLE II - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent,

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nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Thousand Dollars and 00/100 Cents (\$10,000.00) cash shall be paid to the limited liability company.

ARTICLE IV - LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V - DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 3251 S.W. 1st Terrace, Fort Lauderdale, FL, 33315, County of Broward, State of Florida.

ARTICLE VII - MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualified is as follows:

Al Panzarella
3251 S.W. 1st Terrace
Fort Lauderdale, FL 33315

ARTICLES VIII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is One Financial Plaza, Suite 1900, City of Fort Lauderdale, County of Broward, State of Florida, and the name of its initial registered agent at such address is Frank J. Sinagra, Esquire.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

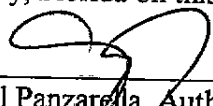
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of majority members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other even that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being an authorized representative of a member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of **P & C HOLDINGS, LLC.**

Executed by the undersigned in Broward County, Florida on this 31st day of March, 2000.


Al Panzarella, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

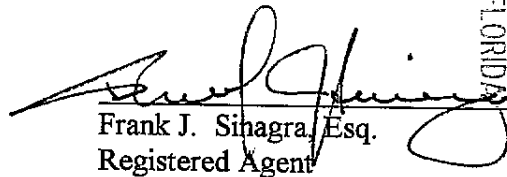
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **P & C HOLDINGS, LLC.**
2. The name and the Florida street address of the registered agent are:

Frank J. Sinagra, Esquire
One Financial Plaza, Suite 1900
100 Southeast Third Avenue
Fort Lauderdale, Florida 33394

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 this 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.

Dated this 31st day of March, 2000.


Frank J. Sinagra, Esq.
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA