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May 8, 2000

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VIA UPS NEXT DAY AIR

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: VVF Group, LLC

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above entity, along with this firm's check in the amount of \$155.00. Please file the above Articles and return a certified copy of same to me in the stamped, self-addressed envelope provided.

Please do not hesitate to contact me if you have any questions or require additional information.

Very truly yours,

HOLLAND & KNIGHT LLP

Brett D. Marley

BDM:dw

encls.

cc: Mr. Victor Fleischman
Douglas A. Walker, Esq.

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VVF GROUP, LLC
ARTICLES OF ORGANIZATION

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

ARTICLE I. NAME

The name of the limited liability company shall be VVF GROUP, LLC.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

1400 N.E. 125th Street
North Miami, FL 33161

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Douglas A. Walker
One East Broward Boulevard, Suite 1300
Fort Lauderdale, FL 33301

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A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(1)(d), Florida Statutes, is attached to these Articles of Organization.

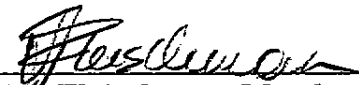
ARTICLE VI. MANAGEMENT

The Company shall be managed by the Members and such officers as may be appointed in the Members discretion.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this 1 day of May, 2000



Victor Fleischman, Member



Victorine Fleischman, Member

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable
statute, the following is submitted:

That VVF GROUP, LLC, desiring to organize under the laws of the State of
Florida with its initial registered office, as indicated in the Articles of Organization,
at One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301, has
named Douglas A. Walker, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability
company named above, at the place designated in this certificate, I agree to act in
that capacity, to comply with the provisions of the Florida Limited Liability
Company Act, and am familiar with, and accept, the obligations of that position, as
provided in the Florida Limited Liability Act.

Dated: May 1, 2000

By: _____

Douglas A. Walker

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