

L00000006263

RHOADES & ASSOCIATES, INC.
20 S. OLIVE ST. #7
TALLAHASSEE, FL 32301
561.835.0711
Fax: 561.835.9942

May 23, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-05/26/00--01033--002
****125.00 ****125.00

Gentlemen:

Enclosed please find the following items for the registration of Rhoades & Associates, L.L.C.

Certificate of Designation of Registered Agent

Articles of Organization (Notarized)


Affidavit of Membership and Contributions

A check in the amount of \$125.00 (Filing fee \$100 and Agent fee of \$25)

The assigned Federal tax ID number is 65-1006068.

Thank you very much.

Sincerely,


William R. Colucci

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30 MAY 25 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	65-31
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Acknowledgement	
W. P. Verifier	

ARTICLES OF ORGANIZATION
OF
RHOADES & ASSOCIATES OF FLORIDA, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Rhoades & Associates of Florida, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 120 S. Olive Avenue, Suite 705, West Palm Beach, Florida 33401.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are William R. Colucci, 120 S. Olive Avenue, Suite 705, West Palm Beach, Florida 33401.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
William R. Colucci	120 S. Olive Avenue, Suite 705, West Palm Beach, Florida 33401.
Joseph L. Lopez	237 N. Mountain Avenue, Montclair, New Jersey 07042.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Palm Beach County, Florida, on April 29, 2000.


William R. Colucci

State of Florida

County of PALM BEACH SS

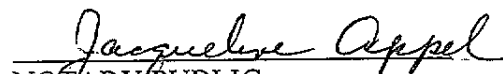
State of Florida

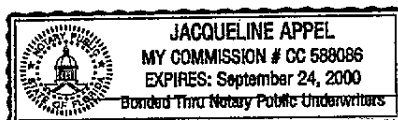
County of PALM BEACH SS

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared William R. Colucci, who ACKNOWLEDGED, and who executed and acknowledged the foregoing instrument on 17th day of May, 2000.

MY COMMISSION EXPIRES:


NOTARY PUBLIC
State of Florida at large



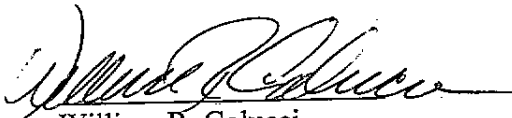
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, RHOADES & ASSOCIATES OF FLORIDA, L.L.C., 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 Rhoades & Associates of Florida, L.L.C.
2. The name and street address of the registered agent in Florida are William R. Colucci, 120 S. Olive Avenue, Suite 705, West Palm Beach, Florida 33401.

The undersigned, being the person named in the articles of organization of Rhoades & Associates of Florida, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent


William R. Colucci

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