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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Hotspots Development, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
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**ARTICLES OF ORGANIZATION
OF
HOTSPOTS DEVELOPMENT, LLC**

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 HOTSPOTS DEVELOPMENT, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is c/o Gerald Schilian, Esq., 4875 N. Federal Highway, 10th Floor, Ft. Lauderdale, FL 33308

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:

Gerald Schilian, Esq.,
Schilian & Watarz, P.A.
4875 N. Federal Highway, 10th Floor,
Ft. Lauderdale, FL 33308

ARTICLE V -- 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.

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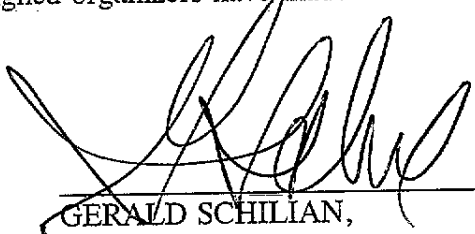
ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not 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.

ARTICLE VII -- MANAGEMENT

The company shall be managed by the members or manager 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.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization on August 1, 2000.



GERALD SCHILIAN,
Authorized Representative

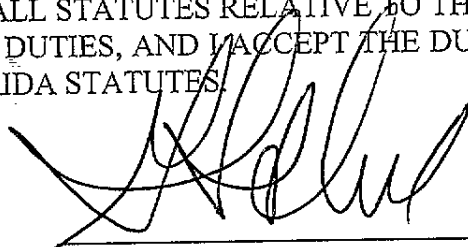
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Company is HOTSPOTS DEVELOPMENT, LLC
2. The name and address of the registered agent and office is:

Gerald Schilian, Esq.,
Schilian & Watarz, P.A.
4875 N. Federal Highway, 10th Floor,
Ft. Lauderdale, FL 33308

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 608.415, FLORIDA STATUTES.



GERALD SCHILIAN

Date: August 1, 2000