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July 21, 2000

VIA CERTIFIED MAIL

Florida Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: S&A Investments & Management, L.L.C.
Our File No.: 201369

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****125.00 ****125.00

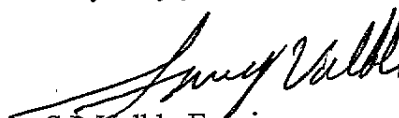
Dear Madam or Sir:

Enclosed find an original and one copy of following documents for filing with your office:

1. An original executed Articles of Organization,
2. An original executed Acceptance of Appointment as Registered Agent; and
4. Bogin, Munns & Munns check number 099286 dated July 20, 2000 in the amount of \$125.00, which represents \$100.00 in fees, \$25.00 for registered agent,

I would appreciate your filing these documents and returning conformed ^{Receipt} copies back to me as soon as possible. Thank you for your consideration.

Very truly yours,


S.I. Valbh, Esquire

SIV:dlv

Enclosures

\\BMMSYS\DATA\SIVALBH\CORPORATIONS\SHABI, S-S&A INVEST LLC 201369\CORRESP\FL DEPT OF CORP 072000.DOC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL

ARTICLES OF ORGANIZATION

OF

S & A INVESTMENTS AND MANAGEMENT, 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 and hereby adopt the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this limited liability company is S & A INVESTMENTS AND MANAGEMENT, L.L.C., and its principal office and mailing address is located at 3936 S. Semoran Blvd., Suite 131, Orlando, Florida, 32822.

**ARTICLE II
DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III
PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new members. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not

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TALLAHASSEE, FLORIDA

proposing to transfer or assign their interests.

**ARTICLE V
DISSOLUTION**

The limited liability company will dissolve as provided in the Operating Agreement executed by and among its members.

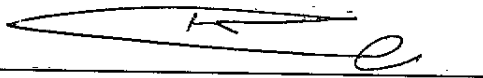
**ARTICLE VI
MANAGEMENT**

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successor is elected and qualified, shall be SHARON SHABI.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this limited liability company shall be located at 3936 S. Semoran Blvd., Suite 131, Orlando, Florida, 32822, and the initial registered agent of the limited liability company at that address shall be SHARON SHABI.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Organization for this limited liability company this 19th day of JULY, 2000.



SHARON SHABI


(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 as provided for in Chapter 608, F.S.

Dated this 19th day of JULY, 2000.


SHARON SHABI
Registered Agent

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TALLAHASSEE, FLORIDA