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September 22, 2000

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Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

Re: E.S. KAPLAN - HILLSBORO, LLC
Our File No. 20-858

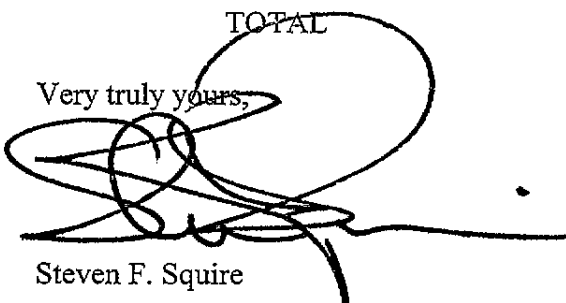
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the captioned limited liability company. After this has been filed of record, please return a Certified Copy of the Articles of Organization together with a Certificate of Status to this office.

Also enclosed is my check in the sum of \$160.00 to cover the following costs:

Filing Fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00
TOTAL	\$160.00

Very truly yours,



Steven F. Squire

SFS/ib

Enclosure: as stated above

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK

**ARTICLES OF ORGANIZATION
OF
E.S. KAPLAN - HILLSBORO, LLC**

I, the undersigned as organizer of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is: E.S. KAPLAN - HILLSBORO, LLC.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be fifty (50) years from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 751 SW 66th Ave., N. Lauderdale, FL 33068, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Edward S. Kaplan, Trustee, and the street address is 751 SW 66th Ave., N. Lauderdale, FL 33068.

ARTICLE V - MEMBERS

This limited liability company has one (1) member, whose name and address is:

Edward S. Kaplan, Trustee of the Edward S. Kaplan Revocable Trust dated October 5, 1999, 751 SW 66th Ave., N. Lauderdale, FL 33068.

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall not terminate this company, unless the remaining members shall unanimously agree to conclude the business of the company, in which event, this company shall so terminate.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is:

Edward S. Kaplan, Trustee, 751 SW 66th Ave., N. Lauderdale, FL 33068.

IN WITNESS WHEREOF, the undersigned managing member has executed these Articles of Organization on this 22 day of September, 2000.

E.S. KAPLAN - HILLSBORO, LLC

By: 

Edward S. Kaplan, Trustee of the Edward S. Kaplan Revocable Trust dated October 5, 1999, President

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 608, Florida Statutes, the following is submitted:

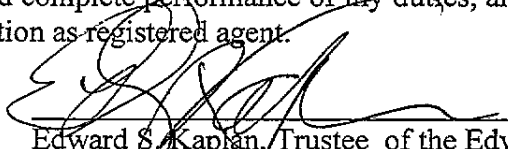
First that E.S. KAPLAN - HILLSBORO, LLC, desiring to organize or qualify under the laws of the State of Florida, has named Edward S. Kaplan, Trustee, located at 751 SW 66th Ave., N. Lauderdale, FL 33068 as its agent to accept service of process within Florida.

E.S. KAPLAN - HILLSBORO, LLC

By: 

Edward S. Kaplan, Trustee of the Edward S. Kaplan Revocable Trust dated October 5, 1999, President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Edward S. Kaplan, Trustee of the Edward S. Kaplan Revocable Trust dated October 5, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA