

ROGERS, BOWERS, DEMPSEY AND PALADINO

L00000012713

ATTORNEYS
FLAGLER CENTER TOWER
508 SOUTH FLAGLER DRIVE
SUITE 1500

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

October 9, 2000

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

800003424418--8
-10/13/00--01057--014
***155.00 ***155.00

In re: JAN-NINA, LLC

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Organization of JAN-NINA, LLC. I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Organization should then be mailed to my office.

You will also find enclosed a check in the amount of \$155.00, in payment of the following fees for the company:

Filing Fee	\$100.00
Designation of Registered Agent Fee	25.00
Certified Copy Fee	<u>30.00</u>
Total	<u>\$155.00</u>

FILED
NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

W. Glenn Dempsey

L00-12713

WGD/cm
Enclosure
cc: Thomas Roberts

ARTICLES OF ORGANIZATION

OF

JAN-NINA, LLC

ARTICLE I - NAME

The name of the limited liability company is "JAN-NINA, LLC"

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is 1194 Hillsboro Beach, Unit 9, Pompano Beach, Florida 33062.

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is W. Glenn Dempsey, 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

FILED
ON OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

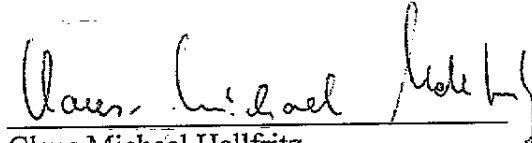
The limited liability company is to be managed by at least two managers that are to be appointed by the members from time to time. The following are the names and addresses of the persons appointed by the members as the managers of the limited liability company:

Jan M. Hellfritz
Herlinsbachweg 20
D-77709 Wolfach, Germany

Nina S. Hellfritz
Herlinsbachweg 20
D-77709 Wolfach, Germany

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this ____ day of _____, 2000.


Claus Michael Hellfritz

COUNTRY OF GERMANY)
)
PROVINCE OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2000, by Claus Michael Hellfritz, who is either personally known to me or who has produced his driver's license as identification.

Notary Public

My Commission Expires:

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance of Chapter 48.091, Florida Statutes, JAN-NINA, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Palm Beach, County of Palm Beach, State of Florida, has named W. Glenn Dempsey, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: October 9, 2000



W. Glenn Dempsey

FILED
00 OCT 13 PM 5:00
SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

Notariat Wolfach

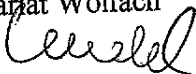
UR 1327/2000

Unterschriftsbeglaubigung

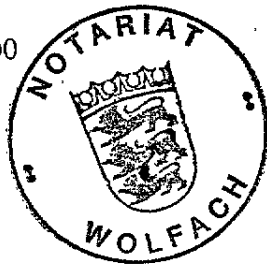
Vorstehende Unterschrift wurde heute eigenhändig vor mir vollzogen von
Herrn Klaus-Michael Hellfritz, geboren 26.06.1942 in Freiburg i.Br.,
wohnhaft in 77709 Wolfach, Herlinsbachweg 12,
legitimiert durch Bundespersonalausweis Nr. 6768071722D,
und wird als öffentlich beglaubigt.

77709 Wolfach, 13.09.2000

Notariat Wolfach



Kadel, Oberjustizrat
als Notar



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland
2. Diese öffentliche Urkunde
ist unterschrieben von Oberjustizrat Kadel
3. in seiner Eigenschaft als Notar
4. sie ist versehen mit dem Stempel des
Notariats Wolfach

Bestätigt

5. in Offenburg
6. am 19. September 2000
7. durch Herrn Präsident des Landgerichts
8. unter Nr. 151/2000
9. Siegel/Stempel
10. Unterschrift



Dr. Kampmann

Präsident des Landgerichts

