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OF COUNSEL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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VIA FEDERAL EXPRESS

November 22, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: HAPINA L.L.C.

000003476670--9
-11/28/00--01011--017
***125.00 ***125.00

Gentlemen:

In connection with the referenced limited liability company, enclosed please find original Articles of Organization, together with our check in the sum of \$125.00 for filing fees and registered agent designation.

Please stamp the enclosed copy and return with your receipt. ✓

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,

Rosemary Cohen
Legal Assistant

Enclosure

Name	
Availability	
Document Examiner	Cell
Updater	
Updater Verifier	
Acknowledgement	
A. P. Verifier	

used

FL LLC

FF \$125

Cell
11/30

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: **HAPINA L.L.C.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 21370 Sweetwater Lane N., Boca Raton, FL 33428.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Elisha Zamir
21370 Sweetwater Lane N.
Boca Raton, FL 33428

Amos Chess
21370 Sweetwater Lane N.
Boca Raton, FL 33428

ARTICLE V - Additional Members

Additional members to the Limited Liability Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - Termination of Membership

If a member of the Limited Liability Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates

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the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

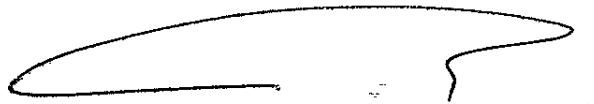
ARTICLE VII - Operation

The members shall have the power to adopt, alter, amend or repeal operating regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII - Date of Existence

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

N WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 20th day of November, 2000.

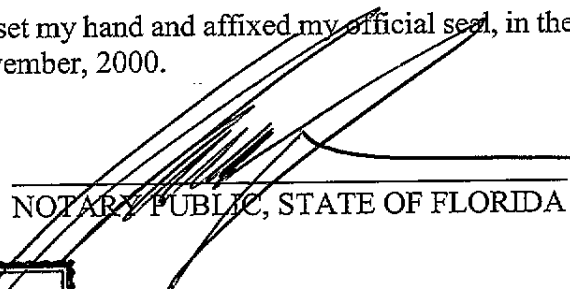


ELISHA ZAMIR

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

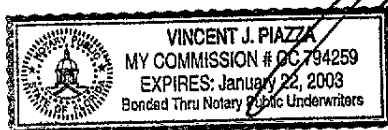
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ELISHA ZAMIR, known to me to be the person who executed the foregoing Articles of Organization, who is personally known to me or provided Drivers License as proof of identification, and he swore before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of November, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

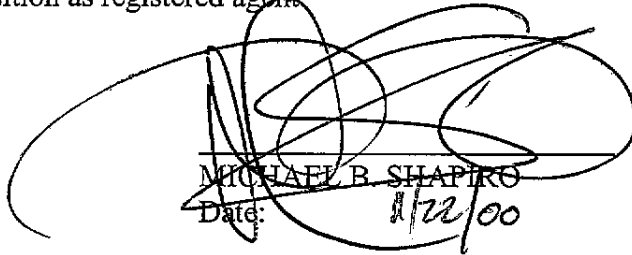
HAPINA L.L.C.

2. The name and address of the registered agent and office is:

Michael B. Shapiro
7777 Glades Road, Suite 200
Boca Raton, FL 33434

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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.


MICHAEL B. SHAPIRO
Date: 1/22/00