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January 15, 2000

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

VIA: Mail

RE: Articles Of Organization
Company: Von Treist Equity, LLC

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-01/17/01--01064--005
****125.00 ****125.00


Ladies and Gentleman:

Please accept this letter as a written request for the filing of the above referenced document, for which is included the check # 31775 in the amount of thirty five dollars (\$125.00) for processing fees.

Thank you in advance for your valuable assistance on this matter, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

Robert A. Brandt, Esq.


Robert A. Brandt
(Signed in his absence to prevent
delay in mailing.)

cc: file

enclosure

RAB/lob

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VON TRIEST EQUITY, LLC**

ARTICLE I-NAME:

The name of the limited liability company ("LLC") is:

VON TRIEST EQUITY, LLC

ARTICLE II - PERIOD OF DURATION

The period of duration of the LLC is perpetual.

ARTICLE III - ADDRESS

The mailing address and the street of the principal office of the LLC is:

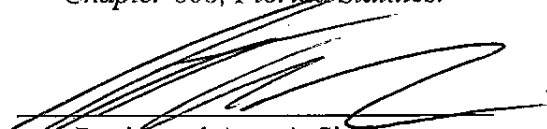
VON TRIEST EQUITY, LLC
C/o William Fondriest
3336 Boise Way
Cooper City, Florida 33026

**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the LLC's initial registered agent are:

Silver, Garvett & Henkel
1110 Brickell Avenue, PH-1, Miami, Florida 33131

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, Florida Statutes.


Registered Agent's Signature

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TALLAHASSEE, FLORIDA

**ARTICLE V - RIGHT OF THE MEMBERS
TO ADMIT ADDITIONAL MEMBERS**

The right of the members to admit additional members, and the terms and conditions of the admissions, if given, shall be as provided in the LLC operating agreement.

**ARTICLE VI - RIGHT OF REMAINING MEMBERS
OF THE LLC TO CONTINUE THE BUSINESS**

The right of the remaining members of the LLC to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC shall be as provided in the LLC operating agreement.

ARTICLE VII - MANAGEMENT OF LLC

The LLC is to be managed by one or more managers and is, therefore, a manager-managed company. The management of the LLC shall be as provided in the LLC operating agreement. No member or other person has been appointed or elected as a managing member of the LLC at the date of filing of these Articles.

ARTICLE VIII - EXECUTION OF ARTICLES OF ORGANIZATION

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.

Executed at _____, Florida on the 12 day of January, 2001.

By: Victoria Fondriest
Victoria Fondriest

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TALLAHASSEE, FLORIDA