

L01000001979

STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA

LL.M. IN
TAXATION

GLADES TWIN PLAZA
2300 Glades Road, Suite 302E
Boca Raton, Florida 33431
TELEPHONE: (561) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (561) 368-8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

February 1, 2001

TWO DAY UPS

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

RE: MD CAPITAL PARTNERS, L.L.C.

Ladies\Gentlemen:

Please find enclosed for filing an original Articles of Organization for the above referenced Limited Liability Company.

I have also enclosed a check made payable to the Department of State in the amount of \$155.00 which represents the \$100.00 filing fee, the \$25.00 Designation of Registered Agent fee, and the \$30.00 Certified Copy fee.

Please forward the completed paperwork to me at the address noted above.

Thank you.

Sincerely,

Steven A. Sciarretta
SAS\pd
enclosures

700003634147--0
-02/05/01--01153--010
****155.00 ****155.00

L01-1979
QR

ARTICLES OF ORGANIZATION

FOR

MD CAPITAL PARTNERS, L.L.C.

ARTICLE I

NAME

The name of the limited liability company ("Company") is MD Capital Partners, L.L.C.

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 2300 Glades Road, Suite 302E, Boca Raton, FL 33431.

ARTICLE III

DURATION

The period of duration for the Company is thirty (30) years or until dissolved pursuant to the Company's regulations; beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Steven A. Sciarretta, Esq. The address of the Company's registered office in Florida is Steven A. Sciarretta, Esq., 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

THIS INSTRUMENT PREPARED BY:

Steven A. Sciarretta, Esq. FBN 542695

Steven A. Sciarretta, P.A.

2300 Glades Road, Suite 302E

Boca Raton, FL 33431

Tel (561) 368-7978

FILED
01 FEB -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows:

Michael DiPanni, Jr., an individual whose street address is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

Donald St. Angelo, an individual whose street address is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

ARTICLE VI

ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

CONTINUATION OF BUSINESS

The remaining members of the company may not 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 Company unless there is unanimous written consent by the remaining members to do so.

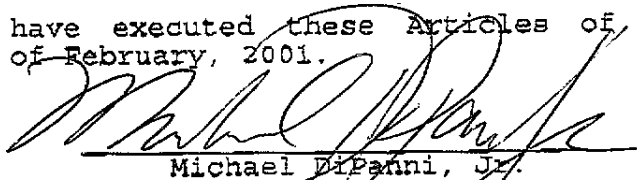
ARTICLE VIII


ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article V herein as amended from time to time either in this Articles of Organization, the Regulations or Members Agreement only by unanimous written consent.

FILED
11 FEB -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, We have executed these Articles of
Organization on this 1st day of February, 2001.


Michael DiPanni, Jr.


Donald St. Angelo

FILED
01 FEB -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

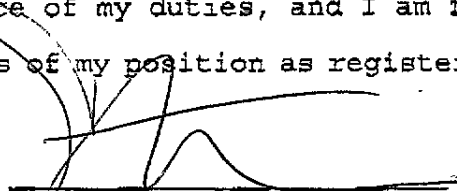
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is MD Capital Partners, L.L.C.

The name and address of the registered agent and office is: Steven A. Sciarretta, Esq., 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: February ST 1, 2001.


Steven A. Sciarretta, Esq.
2300 Glades Road
Suite 302E
Boca Raton, Florida 33431

FILED
01 FEB -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA