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Laurence J. Rohan

ATTORNEY AT LAW

MJH

4/20

00789- 02870-00671

SUITE 320
2511 PONCE DE LEON BLVD.

Coral Gables, Florida 33134-6082

TELEPHONE (305) 444-6199
FAX (305) 444-6195

W01-6947

March 20, 2001

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Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

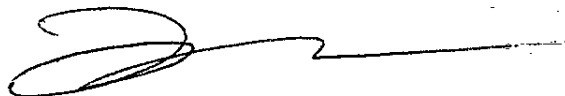
Re: VTF ENTERPRISES, L.L.C.

Gentlemen:

Enclosed please find my Trust Account check in the amount of \$125.00, together with one copy of the Articles of Organization on the above.

Kindly return a certified copy to the undersigned.

Sincerely,



Laurence J. Rohan

LJR/vjw

enclosures

01 APR 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2001

LAURENCE J. ROHAN
2511 PONCE DE LEON BLVD., SUITE 320
CORAL GABLES, FL 33134-6082

SUBJECT: VTF ENTERPRISES, L.L.C.
Ref. Number: W01000006967

We have received your document for VTF ENTERPRISES, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

You must remove Article V which refers to the Affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00018575

ARTICLES FOR ORGANIZATION
FOR
VTF ENTERPRISES, L.L.C.

The undersigned Members hereby execute these Articles of Organization, in order to form a Limited Liability Company under the Laws of the State of Florida.

Article 1. Name:

The name of this Limited Liability Company shall be henceforth be known as "VTF ENTERPRISES, L.L.C."

Article 2. Address:

The principal address and mailing address for the Company shall be: 17861 S.W. 113 Court Miami, FL 33157.

Article 3. Duration and Nature of Business:

The Company may engage in any activity or business permitted under the laws of the United States and of this State.

Article 4. Management:

This Limited Liability Company shall be managed by the Members themselves, who are identified as follows:

GLENN R. ESSIG 17861 S.W. 113 Court Miami, FL 33157

Article 5. Additional Members and Restrictions:

It is not contemplated at this time for additional Members to be admitted. If in the future additional Members are to be admitted, Amended Articles for Organization shall be filed, describing the terms and conditions of membership.

Other than as to the death of a Member (for which event, Article 5/x below applies), a Member may not transfer their membership in the Company unless all non-transferring Members first agree to approve the admission of the transferee into this Company. Further, no Member may encumber a part or all of their membership in the Company by mortgage, pledge, granting of a security interest, lien, or otherwise, unless the encumbrance has first been approved in writing by all other Members, which approval may not be unreasonably withheld.

Notwithstanding the above provisions, any Member shall be allowed to assign an economic interest in their membership to another person without the approval of the other Members. Such an assignment shall not include a transfer of the Member's voting or management rights in this Company, and the assignee shall not become a Member of the Company.

01 APR 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article 6. Continuation of Business Upon Death of Member:

Upon the death of a Member, his interest shall pass pursuant to the Last Will and Testament or Testamentary Trust of the deceased member, or by intestate succession if no such Will is submitted for probate.

The remaining Members of this Limited Liability Company may continue the business on the death of a Member.

Article 7. Tax and Financial Matters:

A. It is anticipated that this Company will not be treated as a corporation under federal tax law, but instead will be treated in the same manner as a partnership for tax purposes. It is further understood that the Members do not consider each other partners or joint venturers with any other Member of this Company for any purpose other than federal and state tax purposes.

B. Within seventy-five (75) days after the end of each tax year of the Company, a copy of the Company's state and federal tax returns for the preceding tax year shall be mailed or otherwise provided to each Member of the Company, together with any additional information and forms necessary for each Member to complete their individual state and federal income tax returns.

C. The Company shall designate one or more banks or other institutions for the deposit of the funds of the Company, and shall establish such accounts as are reasonable and necessary for its business and investments.

D. Distribution of the Company profits will be made from time to time, when and if approved by a majority of the Members.

Article 8. Capital:

A. Members have made the initial capital contribution of cash and/or property and/or services as are shown on the Affidavit of Membership and Contribution herein, and Members may agree to the contribution of additional capital as per the said Affidavit.

B. No interest shall be paid on the funds or property contributed as capital to this Company, or on funds reflected in the capital accounts of the Members.

C. A capital account shall be set up and maintained in the records book of the Company for each Member. The records book shall reflect each Member's capital contribution to the Company, increased by each Member's share of profits (and decreased by each Member's share of losses and expenses) of the Company, and adjusted as required in accordance with applicable provisions of the Internal Revenue Code and corresponding income tax regulations.

D. No Member shall be given priority or preference with respect to other Members in obtaining a return of capital contributions, distributions, or allocations of the income, gains, losses, deductions, credits, or other items of the Company. the profits and losses of the Company, and all items of its income, gain, loss, deduction, and credit, shall be allocated to Members according to each Member's percentage interest in this Company.

E. Cash from the Company's business operations, as well as cash from a sale or other disposition of the Company's capital assets, may be distributed from time to time to the Members in accordance with each Member's percentage interest in the Company, as may be decided by a majority of the Members.

F. If the Company does not have sufficient cash to pay its obligations, any Member may agree to advance all or part of the needed funds as a loan to the Company on terms acceptable to a majority of Members. Any such advance shall be treated as a loan to the Company and shall not constitute an additional capital contribution.

Article 9. Meetings:

The Company shall provide for an annual meeting of all Members. In addition, any Member may call a special meeting by communicating to all other Members their wish to schedule a meeting. Such notice may be in person, in writing, by telephone or facsimile, or by any other form of electronic notice reasonably expected to be received by the other Members. Any business may be discussed and conducted at the meeting.

The meeting of the Members may be held without attendance of all Members, so long as a majority of Members is in attendance. Written notice of the decisions or approvals made at any meeting shall be mailed or delivered to each non-attending Member promptly after the holding of the meeting.

Written minutes of the discussions and proposals at the Members' meeting, and the votes taken and matters approved at such meeting, shall be taken by a Member or another person so designated at the meeting. Copies of all such minutes shall be placed in the Company's records.

Article 10. Additional Provisions:

A. No Member of this Company shall be personally liable for the expenses, debts, obligations, or liabilities of the Company, or for any claims made against the Company.

B. Members shall be reimbursed by this Company for organizational expenses paid the Members. The Company shall be authorized to elect to deduct organizational expenses and start-up expenditures as permitted by the Internal Revenue Code and as may be advised by the Company's tax advisor.

C. The Company is authorized to retain the services of a qualified accountant or tax advisor, attorney, and such other advisors as deemed reasonable and necessary.

D. The Company is authorized to establish its initial offices at 17861 S.W. 113 Court Miami, Florida 33157, though it could conduct its business at whatever location the Officers of the Company deem prudent and appropriate from time to time.

E. The Company is authorized to obtain a fictitious name.

F. The Company is authorized to take whatever actions are necessary and appropriate to commence the business operations of the Company, including but not limited to executing leases, purchasing business equipment supplies, and inventories, obtaining licenses, permits, and tax identifications numbers, and all other such necessary and appropriate actions.

G. The Members of this Company shall not be paid as Members for performing any duties associated with membership. Members may be paid, however, for any services rendered in any other capacity for this Company, whether as managers, Officers, employees, independent contractors or otherwise.

H. This Company may designate one or more Officers, such as a President, Vice President, Secretary and/or Treasurer. Persons who fill these positions need not be Members or managers of the Company. Such positions may be compensated or non-compensated according to the nature and extent of the services rendered for the Company as a part of the duties of each office. Any Officer may be reimbursed by the Company for out-of-pocket expenses by the Officer in carrying out the duties of their office.

I. These Articles of Organization may be amended, modified, or replaced only upon a written instrument approved by a majority of the Members.

J. The Company shall be authorized to issue certificates representing and/or certifying membership interests in this Company.

Article 11. Registered Agent:

The initial Registered Agent for this Company shall be LAURENCE J. ROHAN, ESQ. whose address is 2511 Ponce de Leon Boulevard, Suite 320, Coral Gables, FL 33134-6082; this address shall also be known as the "registered office"; and a separate Certificate of Designation of Registered Agent is filed herewith.


Article 12. Effective Date:

These Articles for Organization shall be effective upon the Secretary of State accepting and filing these Articles for Organization.

Article 13. Filing Information:

The name and address of the person signing these Articles for Organization is: GLENN R. ESSIG 17861 S.W. 113 Court Miami, FL 33157.

IN WITNESS WHEREOF, I hereby certify that these Articles for Organization have been adopted by a unanimous vote of all the Members, and I therefore hereunto set my hand and seal, acknowledging and filing the foregoing Articles for Organization under the Laws of the State of Florida, this 12 day of April 2001.


GLENN R. ESSIG

STATE OF FLORIDA

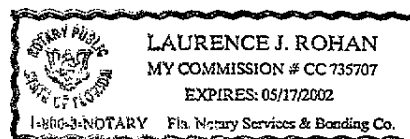
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, the undersigned, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GLENN R. ESSIG, who is well known to me, and he acknowledged before me that he executed and subscribed the foregoing Articles for Organization.

WITNESS my hand and seal in the County and State named above on this 12 day of April, 2001.

My Commission Expires:


Notary Public



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
FOR
VTF ENTERPRISES, L.L.C.

Pursuant to the provisions of Florida Statutes 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement to designate its Registered Agent and its Registered Office within the State of Florida.

1. The name of the Limited Liability Company is VTF ENTERPRISES, L.L.C.

2. The name and the Florida street address for the Registered Agent are: LAURENCE J. ROHAN, 2511 Ponce de Leon Boulevard, Suite #320, Coral Gables, FL 33134.

The said Registered Agent states: Having been named as the Registered Agent and to accept service of process for VTF ENTERPRISES, L.L.C., 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.

Executed by me as Registered Agent on the 12th day of April, 2001.


LAURENCE J. ROHAN