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Teitel and Blitstein
P. O. Box 17323
West Palm Beach, FL 33416-7323

April 30, 2001

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***150.00 ***150.00

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed our check #1473 in the amount of One Hundred Fifty Dollars (\$150.00) in payment of filing fees for the following:

- 1) \$100.00 for Articles of Organization
- 2) \$ 25.00 for Registered Agent Designation
- 3) \$ 25.00 for Certificate of Conversion

Pursuant to the instructions re the formation of a Florida Limited Liability Company in Chapter 608, Florida Statutes, the aforementioned check for filing is accompanied by:

- 1) Articles of Organization for TEITEL & BLITSTEIN, LLC
- 2) Certificate of Conversion to TEITEL & BLITSTEIN, LLC
- 3) Registered Agent Designation, statement of Charles D. Blitstein
- 4) Name, address and daytime telephone number:

Teitel & Blitstein
P. O. Box 17323
West Palm Beach, FL 33416-7323
(561) 616-2044

Thank you for your attention to this matter.

Sincerely,

Charles D. Blitstein

Teitel & Blitstein

Enclosures

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

TEITEL AND BLITSTEIN

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 8/86
B. Jurisdiction: FLORIDA
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

TEITEL & BLITSTEIN, LLC

Charles D. Blitstein

Signature of a Member or an Authorized Representative of a Member
(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.)

CHARLES D. BLITSTEIN

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR TEITEL & BLITSTEIN, LLC

These Articles are executed on this 30th day of April, 2001, in order to form a Florida Limited Liability Company pursuant to Chapter 608, Florida Statutes. The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be TEITEL & BLITSTEIN, LLC.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The mailing address of the principal office of the limited liability company is P. O. Box 17323, West Palm Beach, FL 33416-7323 and the street address of the principal office of the limited liability company is 2591 West Carandis Road, West Palm Beach, FL 33406-5108.

ARTICLE III NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The limited liability company's initial registered agent is Charles D. Blitstein and his street address is 2591 West Carandis Road, West Palm Beach, FL 33406-5108.

ARTICLE IV MANAGEMENT

The limited liability company shall be a manager-managed company. Management of this limited liability company is reserved to its members, David Teitel and Charles D. Blitstein.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members may admit new members by unanimous consent. Contributions required of new members shall be determined at the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or transferred to an individual or entity other than a member's spouse, sibling, child, son-in-law or grandchild except with unanimous written consent of all of the members. A transferee shall have no right to participate in the management of the business and affairs of the limited liability company without unanimous written consent of the members other than the member who proposes to transfer his or her interest.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability

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company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or

purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as specified and set forth by the percentages alongside the name of the member as follows:

David Teitel	50%
Charles D. Blitstein	50%

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares as specified and set forth by the percentages alongside the name of each member.

David Teitel	50%
Charles D. Blitstein	50%

State of Florida

County of Palm Beach

In compliance with Chapter 608, Florida Statutes, the undersigned member(s) of the limited liability company certifies that the limited liability company has two (2) members and that this instrument constitutes the proposed Articles of Organization of TEITEL & BLITSTEIN, LLC.

IN WITNESS WHEREOF, the undersigned member(s) sign and seal this certificate on the day and year first above written.

David Teitel

Charles D. Blitstein
Charles D. Blitstein

The foregoing instrument was acknowledged before me this 30th day of April, 2001, by Charles D. Blitstein, on behalf of TEITEL & BLITSTEIN, LLC, a Florida limited liability company. He is personally known to me (YES/NO) or he has produced his photo Florida Driver's License # A34324451390 as proper identification.



Julie D. Kelly
Notary Public

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TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

Pursuant to the provisions of Sections 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is TEITEL & BLITSTEIN, LLC.

The registered agent for TEITEL & BLITSTEIN, LLC, is Charles D. Blitstein. The street address of the registered agent's office is 2591 West Carandis Road, West Palm Beach, FL 33406-5108.

This statement is to acknowledge that, as indicated above, TEITEL & BLITSTEIN, LLC, has appointed me, Charles D. Blitstein, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATE: 4/30/01

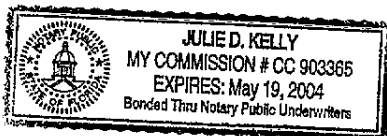
Charles D. Blitstein
Charles D. Blitstein (Registered Agent)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me this 30th day of April, 2001, by Charles D. Blitstein, registered agent on behalf of TEITEL & BLITSTEIN LLC, a Florida limited liability company. He is personally known to me (YES/NO) or he has produced his photo Florida Driver's License # B432144451390 as proper identification.



Julie D. Kelly
(Notary Public)