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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

PRO-SCALE MODELS, L.L.C.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PRO-SCALE MODELS, L.L.C.**



The undersigned, for the purpose of forming a **Limited Liability Company** under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I: NAME

The name of the Limited Liability Company shall be **Pro-Scale Models, L.L.C.**

ARTICLE II: ADDRESS

The mailing address of the Company shall be 12596 S.W. 128th Street, Miami, Florida 33196.

ARTICLE III: DURATION

The Company shall commence its existence on the date these Articles of Organization are filed, by the Florida Department of State. The Company's existence shall terminate no later than 2042, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is John A. Margolis, Suite 330, 9990 S.W. 77th Avenue, Miami, Florida 33156-2699.

ARTICLE V: ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of all the Managing Members of the Company and on such terms and conditions as shall be determined by the Managing Members. A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the Managing Members.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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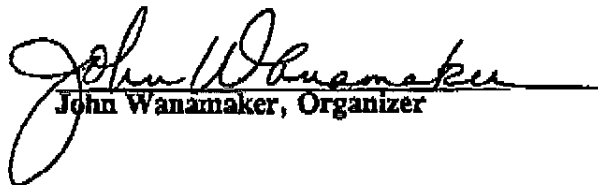
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ARTICLES VII - MANAGEMENT

The Company shall be managed by one or two managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. Managers shall always be members and shall be referred to as "Managing Member" or Managing Members", as the case may be. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or of these Articles of Organization. The names and addresses of the initial Managing Members of the Company are:

<u>Name</u>	<u>Address</u>
John Wanamaker	12596 S.W. 128 th Street, Miami, Florida 33196
Michael A. Laughlin	12596 S.W. 128 th Street, Miami, Florida 33196

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, on this 15th day of June, 2001.


John Wanamaker, Organizer

State of Florida
County of Miami-Dade

Sworn to and subscribed before me this 15th day of June, 2001, by John Wannamaker, personally known or who produced identification.

Identification produced personally known

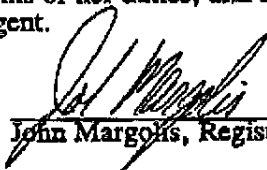



Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Pro-Scale Models, L.L.C., as the Registered Agent of this Limited Liability Company, does hereby consent to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to company with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.


John Margolis, Registered Agent

TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, 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:

PRO-SCALE MODELS, L.L.C.

2. The name and address of the Registered Agent and office is:

John A. Margolis, Suite 330, 9990 S.W. 77th Avenue, Miami, FL 33156;

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.


John A. Margolis
Date

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