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ACCOUNT NO. : 072100000032

REFERENCE : 347517 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 7, 2001

ORDER TIME : 10:59 AM

ORDER NO. : 347517-005

CUSTOMER NO: 7159131

CUSTOMER: Irving Shimoff, Esq.
Irving Shimoff, Esq.

Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

DOMESTIC FILING

NAME: NEW PIONEERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

FILED
01 NOV -7 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 NOV -7 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

NEW PIONEERS, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is New Pioneers, L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., Bank of America Tower, 100 Southeast 2nd Street, Suite 3920, Miami, Florida 33131.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager and the name and address of the manager is:

Irving Shimoff
100 S.E. 2nd Street
Suite 3920
Miami, FL 33131

ARTICLE V - Members Rights to Continue Business

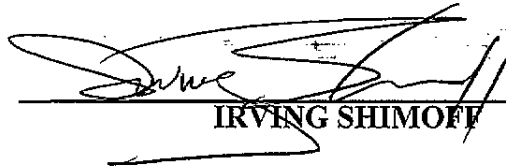
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

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ARTICLE VI - Commencement

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization this 6th day of November, 2001.



IRVING SHIMOFF

CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

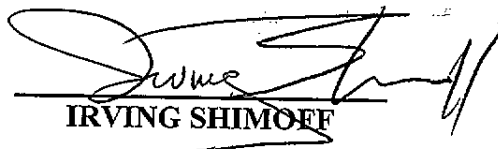
1. The name of the limited liability company is:

NEW PIONEERS, L.C.

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

Irving Shimoff, Esq.
Bank of America Tower
100 Southeast 2nd Street
Suite 3920
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 stated 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.


IRVING SHIMOFF

Dated: November 6, 2001