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Attorney at Law

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November 14, 2001

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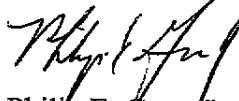
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: SouthEast Florida Management LLC
Eastern Management Corp

Dear Sir or Madam:

Pursuant to my conversation with your offices last week, enclosed please find the articles and one (1) copy for the above referenced entities as well as the appropriate filing fees. Should my original filings be located, please do not file the same and return the filing to me. Thank you.

Very truly yours,


Philip E. Goss, Jr.

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

SouthEast Florida Management, LLC

The undersigned entities hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name and mailing/street address of the principal office of the company shall be:

SouthEast Florida Management, LLC
1172 South Dixie Hwy.
P.M.B. 188
Coral Gables, FL 33146

ARTICLE II

REGISTERED AGENT

The name of the registered agent and the street/mailling address of the registered agent for the company shall be:

Philip E. Goss, Jr., Esq.
1172 South Dixie Hwy., P.M.B. 188
Coral Gables, FL 33146

ARTICLE III

ADMISSION OF ADDITIONAL MEMBERS

The members shall only allow additional members to be admitted, pursuant to a majority vote of the members. The members

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reserve the right to set the cash and other contribution requirements for new members.

ARTICLE IV

RIGHT TO CONTINUE BUSINESS

The remaining members of the company shall be authorized to continue the business following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, including any other occurrence that acts to terminate the continued membership of a member of the company.

ARTICLE V

MANAGEMENT OF THE COMPANY

The management of the company is reserved to the members. The managing members and Florida business addresses of those members are as follows:

Philip E. Goss, Jr., Esq.
1172 South Dixie Hwy., P.M.B. 188
Coral Gables, FL 33146

ARTICLE IV

CONFLICT OF INTEREST

No contract between this company and another company or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this company are officers or directors of the said other company, or by reason of

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the fact that one or more of the officers or directors of this company may be the other individual or individuals contracting with this company.

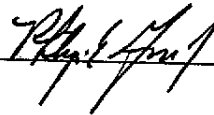
ARTICLE VII

AMENDMENT

These ARTICLES OF ORGANIZATION may be amended in the manner provided by law. Every amendment shall be approved as set forth in the Operating Agreement executed by the members.

IN WITNESS WHEREOF, the undersigned authorized representative has set his hand and seal this 8th day of November, 2001.

Philip E. Goss, Jr., Esq.



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STATE OF FLORIDA

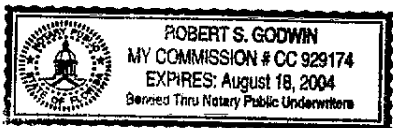
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared Philip E. Goss, Jr., Esq., to me known to be the person described as the person executing these ARTICLES OF ORGANIZATION or has produced FDL# G200665590120 as identification and who executed the foregoing ARTICLES OF ORGANIZATION, and acknowledged before me that he subscribed to these ARTICLES OF ORGANIZATION and did/did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 8th day of November 2001.

My Commission Expires:


NOTARY PUBLIC



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TALLAHASSEE, FLORIDA

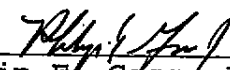
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted, in compliance with said statute:

That SouthEast Florida Management, LLC, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the ARTICLES OF ORGANIZATION, has named Philip E. Goss, Jr., Esq., 1172 South Dixie Highway, # 188, Coral Gables, FL 33146, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Company, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, is familiar with the requirements of this undertaking, and agrees to comply with the provisions of said statute relative to keeping open said office.


Philip E. Goss, Jr., Esq.

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