

LO2 0000 12351

LAW OFFICES

MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

May 15, 2002

VIA FEDEX

Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

FILED
02 MAY 16 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

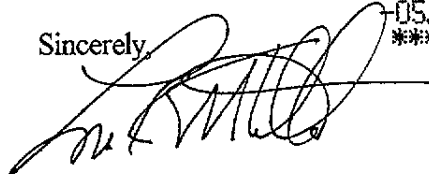
Re: RMD Holdings LLC (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Organization along with a check in the amount of \$130.00 representing the filing fee as well as the cost of obtaining the certificate of status.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

700005555767--5

05/16/02--01074--018
****130.00 ****130.00

mb

Enclosures

5/21/02
cust

**ARTICLES OF ORGANIZATION
OF
RMD HOLDINGS LLC**

ARTICLE I

Name

The name of the limited liability company is RMD Holdings LLC (hereinafter called the "Company").

ARTICLE II

Duration

The existence of the Company shall be perpetual.

ARTICLE III

Principal Office

The mailing address and the street address of the principal office of the Company is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE IV

Initial Registered Office and Registered Agent

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

**Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

FILED
02 MAY 16 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his address is:

Randy Dorfman
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of RMD Holdings LLC

Executed by the undersigned in Miami, Florida, this 15th day of May, 2002.

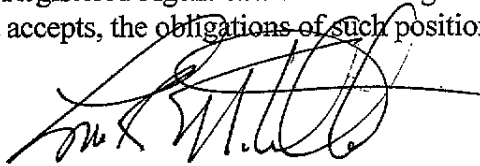
RMD HOLDINGS LLC

By: 

Louis R. Montello, As Authorized
Representative for Randy Dorfman

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of RMD Holdings LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



May 15, 2002

Louis R. Montello,
Registered Agent

FILED
02 MAY 16 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA