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May 20, 2002

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

Re: Halevi Financing LLC

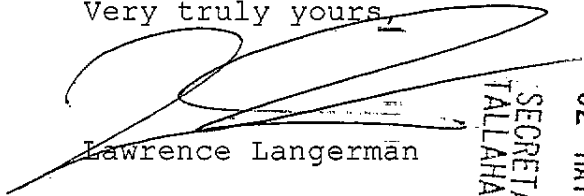
600005599736--9
-05/23/02--01050--014
****125.00 ****125.00

Gentlemen:

Enclosed you will find the Articles of Organization for the above-referenced entity, along with a check in the amount of \$125.00 representing the filing fees. Please file the Articles and send an acknowledgement of filing to this office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


Lawrence Langerman

LL:aw

Encs.

sussman-s\janice\ltr\flfiling

FILED
02 MAY 23 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/30/02

ARTICLES OF ORGANIZATION

HALEVI FINANCING LLC

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02 MAY 23 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Limited Liability Company under the Florida Limited Liability Company Act, hereby states the following:

ARTICLE 1 - Name:

The name of the Limited Liability Company is Halevi Financing LLC.

ARTICLE 2 - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

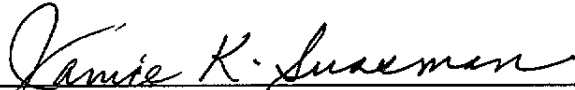
20320 Fairway Oaks Drive
Boca Raton, FL 33434

ARTICLE 3 - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and Florida street address of the registered agent are:

Janice K. Sussman
20320 Fairway Oaks Drive
Boca Raton, FL 33434

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 as provided for in Chapter 608, F.S.

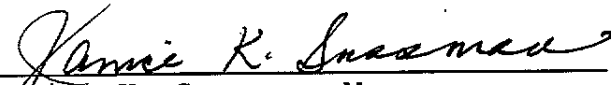

Janice K. Sussman

ARTICLE IV - Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of the manager is:

Janice K. Sussman
2820 Fairway Oaks Drive
Boca Raton, FL 33434

Dated this *14th* day of May, 2002.



Janice K. Sussman, Manager

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02 MAY 23 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA