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June 13, 2002

VIA UPS NEXT DAY AIR

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New Filing Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee FL 32314

RE: BETHJOE FL, L.L.C.

Dear Sir or Madam:

Enclosed herewith please find the original, executed Articles of Organization of the above-referenced Florida corporation and our check in the amount of \$125.00, representing the filing fee for same. Please process the enclosures at your earliest convenience and forward a copy of the filed articles to the undersigned as soon thereafter as possible.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/Imp

Encl.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
BETHJOE FL, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company ("L.L.C.") under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company ("Company") is BETHJOE FL, L.L.C.

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is 3440 Windsor Place, Boca Raton, FL 33496, but it shall have the authority and power to establish branch offices at any other place or places as the members may designate.

**ARTICLE III
DURATION**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of Company's initial registered agent in Florida is MARTIN R. MALLINGER. The address of Company's registered office in Florida is 980 North Federal Highway, Suite 302, Boca Raton, FL 33432-2704.

**ARTICLE V
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies,

the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association or corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or

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TALLAHASSEE, FLORIDA

purporting to authorize or permit, the limited liability company to carry on any business, exercise any power or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE VI **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the members of this L.L.C. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the members hereof.

ARTICLE VII **MANAGEMENT**

The Company is to be managed by the members. Each managing member is identified as follows: JOSEPH MISHKIN, whose address is 3440 Windsor Place, Boca Raton, FL 33496.

ARTICLE VIII **ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. A member's interest in the company may not be sold or otherwise transferred except with unanimous written consent of the members and otherwise in compliance with the regulations of the Company. Additional capital may be contributed to the Company, but only on the written consent of all members.

ARTICLE IX **CONTINUATION OF BUSINESS**

The remaining members of the Company have the right, upon their unanimous written consent, 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 ("Dissolution Event").

ARTICLE X **ADDITIONAL PROVISIONS**

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TALLAHASSEE, FLORIDA

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 13th day of June 2002, at Boca Raton, Palm Beach County, Florida.

BY: 

NAME: MARTIN R. MALLINGER
AUTHORIZED REPRESENTATIVE
AND ATTORNEY-IN-FACT

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TALLAHASSEE, FLORIDA

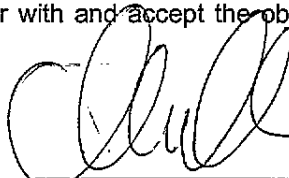
STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PALM BEACH

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

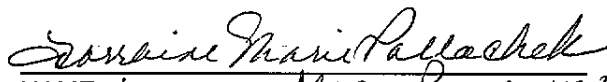
1. The name of the limited liability company ("L.L.C." or "Company") is BETHJOE FL, L.L.C..
2. The name of the Registered Agent for BETHJOE FL, L.L.C. is MARTIN R. MALLINGER and the street address of the Company's principal office where the agent is located is 980 North Federal Highway, Suite 302, Boca Raton, FL 33432-2704.
3. This statement is to acknowledge that, as indicated above, BETHJOE FL, L.L.C. has appointed me, MARTIN R. MALLINGER, as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this 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.

Dated: June 13, 2002.



NAME: MARTIN R. MALLINGER
TITLE: REGISTERED AGENT

The foregoing instrument was acknowledged before me this 13 day of June, 2002, by MARTIN R. MALLINGER, agent on behalf of BETHJOE FL, L.L.C., a limited liability company, to me personally known.


NAME: LORRAINE MARIE POLLACHEK
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES: _____

(C:\BETHJOEFLLC\STATEMENTDESIGNATINGREGISTEREDAGENT01)



Lorraine Marie Pollachek
Commission # CC 932632
Expires April 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.