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LAW OFFICE OF
MELAND RUSSIN & HELLINGER, P.A.

3000 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

SANDRA FERRERA MEDINA

August 4, 2002

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Registration Section

FILED
2002 AUG 12 AM 11:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
TELEPHONE (305) 358-6363
TELEFAX (305) 358-4221

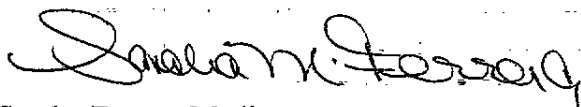
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****130.00 ****130.00

Re: H.B.P. Investment & Consulting, LLC

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced entity, as well as our check in the amount of \$130.00, representing the State's filing fee of \$100.00, registered agent fee of \$25.00, certificate of status fee of \$5.00. Please file these documents and forward to us a copy of the Certificate of Status and the copy of the Articles stamped "FILED" in the enclosed self addressed return envelope.

Very truly yours,



Sandra Ferrera Medina

SMF/jr.

Enclosures

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J. BRYAN AUG 13 2002

**ARTICLES OF ORGANIZATION
FOR
H.B.P. INVESTMENT & CONSULTING, LLC
a Florida limited liability company**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I
NAME AND ADDRESS

The name of the limited liability company is H.B.P. INVESTMENT & CONSULTING, LLC, a Florida limited liability company. The mailing and street address of the principal office of the limited liability company is 2600 Island Boulevard - Suite 2304, Williams Island, Florida 33160.

ARTICLE II
DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State and shall be perpetual, unless terminated as provided in the Operating Agreement.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in consulting and investing services and to otherwise transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all powers granted to a limited liability company under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Boulevard - Suite 3000, Miami, Florida 33131, and the name of the registered agent of this company at that address is Andrew B. Hellinger, Esq.

ARTICLE V
MANAGEMENT OF COMPANY

The business of the Company shall be managed by its Manager. The Manager shall hold the offices and have the responsibilities accorded to him by the member and as set forth in the Operating Agreement. The name and addresses of the initial Manager who shall serve until its successor is elected and qualified shall be:

THE SECOND HARVEY B. POLLAK LIMITED PARTNERSHIP
2600 Island Boulevard - Suite 2304
Williams Island, Florida 33160

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal
this 25 day of July, 2002.

MEMBER:

Pollak Family Corp., a Florida
corporation, as General Partner of THE
SECOND HARVEY B. POLLAK
LIMITED PARTNERSHIP, a Florida
limited partnership

By: _____

Harvey B. Pollak, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

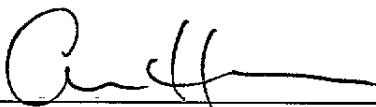
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is: H.B.P. INVESTMENT & CONSULTING, LLC
- 2) The name and address of the registered agent and office is:

Andrew B. Hellinger, Esq.
Meland, Russin & Hellinger, P.A.
3000 First Union Financial Center
200 South Biscayne Boulevard
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 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.

7/25/02
Date



Andrew B. Hellinger

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TALLAHASSEE, FLORIDA