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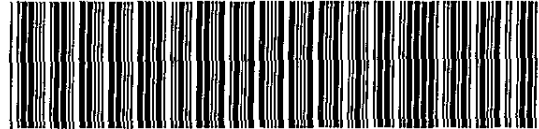
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TALLAHASSEE, FLORIDA

JERALD A. GOLDSTEIN
ATTORNEY AT LAW
1499 WEST PALMETTO PARK ROAD, SUITE 412
BOCA RATON, FLORIDA 33486
(561) 362-8008
FAX: (561) 338-7532

VIA FEDEX

January 29, 2003

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Wagner, L.C.

Dear Madam or Sir:

Enclosed are the duly executed Articles of Organization for the above referenced liability company.

Please file the enclosed Articles of Organization and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$125.00 to cover the fees.

Thank you for your assistance in this matter.

Very truly yours,


Jerald A. Goldstein

JAG:tb
enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
WAGNER, L.C.

The undersigned initial member of Wagner, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: Wagner, L.C.

Article II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is: 2661 South Course Drive, Building 21, Apartment 609, Pompano Beach, Florida 33069.

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 1499 W. Palmetto Park Road, Suite 412, Boca Raton, Florida 33486.

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be: Jerald A. Goldstein, Esq., 1499 W. Palmetto Park Road, Suite 412, Boca Raton, Florida 33486.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such

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assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of the members or until its successors are elected and qualify.

Jack R. Wagner
2661 South Course Drive
Bldg. 21, Apt. 609
Pompano Beach, FL 33069

Marlee Wagner
2661 South Course Drive
Bldg. 21, Apt. 609
Pompano Beach, FL 33069

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

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ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 28 day of January, 2003.

INITIAL MEMBERS:

By: Jack R. Wagner
Jack R. Wagner
Its Manager

By: Marlee Wagner
Marlee Wagner
Its Manager

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CERTIFICATE OF ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

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The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act: Gerald A. Goldstein, 1499 West Palmetto Park Road, Suite
412, Boca Raton, Florida 33486

Having been appointed registered agent of Wagner, L.C. in its articles of
Organization, at the place designated in such Articles of Organization, the undersigned
hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the
obligations of such position.


JERALD A. GOLDSTEIN, ESQ.

Dated: 1-28-03

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

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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, for compliance with said Act.

The Corporation desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 2661 South Course Drive, Building 21, Apartment 609, Pompano Beach, Florida 33069, appoints JERALD A. GOLDSTEIN, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



JERALD A. GOLDSTEIN
Registered Agent