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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

*Effective Date -
7-24-03*

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

F & B Properties, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
F & B Properties, LLC

Article II. Address

The Company's street and mailing address is:
F & B Properties, LLC
2020 NE 163rd St.
Suite #300E
North Miami Beach FL 33162

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Lawrence H. Wolfe, Esq.
2514 Hollywood Boulevard
Suite 508
Hollywood FL 33020

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TALLAHASSEE, FLORIDA

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

JOEL BROWN

2020 NE 163rd St. Suite #300E North Miami Beach FL 33162

ROBERT FRIEDMAN

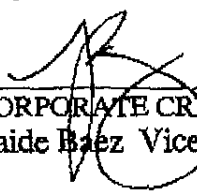
2020 NE 163rd St. Suite #300E North Miami Beach FL 33162

Article VI. Company Existence

The Company's existence shall begin effective as of February 24, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on February 25, 2003.

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CORPORATE CREATIONS INTERNATIONAL INC.
Taide Baez Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

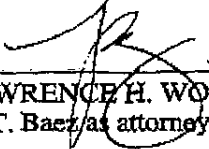
F & B Properties, LLC

REGISTERED AGENT/OFFICE:

Lawrence H. Wolfe, Esq.
2514 Hollywood Boulevard
Suite 508
Hollywood FL 33020

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


LAWRENCE H. WOLFE, ESQ.
by T. Baez/as attorney-in-fact

Date: February 25, 2003

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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