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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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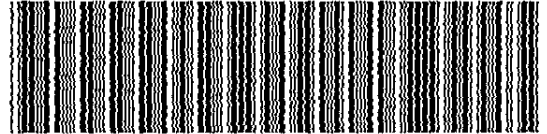
(Business Entity Name)

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**CORPORATE
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1.) Retail Capital Group, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

*Articles of Organization***ARTICLES OF ORGANIZATION
FOR
RETAIL CAPITAL GROUP, L.L.C.**

I, the undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be RETAIL CAPITAL GROUP, L.L.C. (THE "Company").

**ARTICLE II
ADDRESS**

The street address of the principal office of the Limited Liability Company is 321 No. University Drive, Plantation, FL 33324, and the mailing address is the same.

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE**

The name and the Florida street address of the registered agent of the Company, in the State of Florida is:

NAME**ADDRESS**

David A. McKibbin

555 NE 15th Street
Venetia Center, Suite 100
Miami, Florida 33132

**ARTICLE IV
MEMBER/MANAGER**

The Limited Liability Company is to be managed by the members, and the name and address of the managing member is:

NAME**ADDRESS**

IZZY ASHKENAZY

321 No. University Drive
Plantation, FL 33324

JONATHAN AGUS

321 No. University Drive
Plantation, FL 33324

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Articles of Organization
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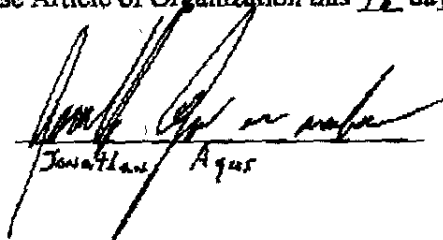
ARTICLES V
NO PERSONAL LIABILITY

The managers, officers, and agents of the Company shall not be held personally liable or responsible for any contracts, debts, or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents, and all of its former managers, officers, and agents, to the fullest extent permitted by law.

ARTICLE VI
AMENDMENTS

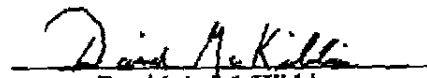
The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

THE UNDERSIGNED, in accordance with section 608.408(3), acknowledges that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, and execute these Article of Organization this 12 day of June 2003.


Jonathan Aguirre

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.


David A. McKibbin
Registered Agent