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390 NORTH ORANGE AVENUE
SUITE 1100
ORLANDO, FLORIDA 32805
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
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HELEN BROCK FORD
DIRECT LINE: (407) 481-5222
DIRECT FACSIMILE: (407) 650-0952
EMAIL: hbford@broadandcassel.com

June 5, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: G.J. Rack, LLC

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization for G.J. Rack, LLC. Also enclosed is our firm's check in the amount of \$125.00 representing the filing fee for such articles. After filing is complete, please return to the undersigned a filed copy of the articles for our records. Thank you.

Sincerely,


Helen Brock Ford
Paralegal

W63-17018

/hbf
Enclosures

Cc: Mr. Gary J. Rack

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 13, 2003

HELEN BROCK FORD, PARALEGAL
G.J. RACK, LLC
PO BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: G.J. RACK, LLC
Ref. Number: W03000017018

We have received your document for G.J. RACK, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 503A00036780

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BROAD AND CASSEL
ATTORNEYS AT LAW

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TELECOPIER TRANSMITTAL

DATE: June 24, 2003
TO: Lee Rivers, Document Specialist
ADDRESS: Florida Department of State
TELECOPIER PHONE NO.: 1-850-410-1015
CONFIRMATION PHONE NO.: 1-850-245-6958
FROM: Helen Brock Ford, Paralegal
TOTAL NUMBER OF PAGES: 6 (including cover)
CLIENT AND MATTER: 32260-0001
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MESSAGE:

G.J. Rack, LLC.

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PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 407.839.4200

FAX OPERATOR: _____ FIRST ATTEMPT: _____ SECOND ATTEMPT: _____

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

ARTICLES OF ORGANIZATION

OF

G.J. RACK, LLC

The undersigned (the "Member") acting as the sole organizer of G.J. RACK, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is G.J. RACK, LLC (the "Company").

ARTICLE II - Address:

The mailing address and principal office address of the limited liability company is 324 Coconut Palm Road, Boca Raton, Florida 33432.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager, and the name and address of the sole manager who is to serve as initial manager until the first annual meeting of members or until his successor is elected and qualified is:

Name

Address

Gary J. Rack

324 E. Coconut Palm Road
Boca Raton, Florida 33432

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

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ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Gary J. Rack, and the street address of the Company's registered agent is 324 E. Coconut Palm Road, Boca Raton, Florida 33432. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who ~~was~~ or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

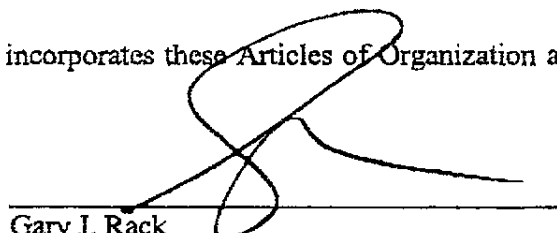
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IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as
of this 1st day of May, 2003.



Gary J. Rack

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**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 G.J. RACK, LLC.
2. The name and address of the registered agent and its office is:

Gary J. Rack
324 E. Coconut Palm Road
Boca Raton, Florida 33432

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Gary J. Rack

Dated this 1st day of May, 2003.

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