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J. BRYAN JUN 25 2003

George E. Edwards
ATTORNEY AT LAW

SUITE 109
950 NORTH FEDERAL HIGHWAY
POMPANO BEACH, FL 33062
(954) 781-0444

June 17, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: LORD HOLIFIELD, LLC

Gentlemen:

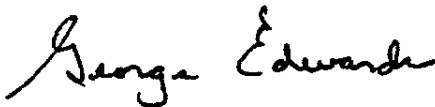
Enclosed herewith is an original and one copy of Articles of Organization for the above-captioned Limited liability Company.

Kindly file and return one certified copy of same to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Also enclosed is a check for \$155.00 representing a filing fee of \$100.00, a Designation of Registered Agent fee of \$25.00 and \$30.00 for a "Certified Copy of the Articles of Organization.

Thank you for your prompt attention to this matter. If you have any questions please contact this office.

Very truly yours,



GEORGE E. EDWARDS, ESQ.

GEE:ag

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

OF
LORD HOLIFIELD, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company shall be: LORD HOLIFIELD, L.L.C.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 4737 N. Ocean Dr., # 149, Ft. Lauderdale, FL 33308

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall not exceed a period of Twenty (20) years.

ARTICLE IV

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MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address of such manager(s) who is/are to serve as manager(s) is/are:

Barton E. Lord
4737 N. Ocean Dr., # 149
Ft. Lauderdale, FL 33308

The Limited Liability Company is to be managed by the members and the names(s) and address(es) of the managing member(s) is/are: None.

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ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set fourth in the Regulations.

ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution or a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be to liquidate membership immediately.

**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: LORD HOLIFIELD, L.L.C.
2. The name and the Florida street address of the registered agent are: Barton E. Lord, 4737 N. Ocean Dr., # 149, Ft. Lauderdale, FL 33308.

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.


BARTON E. LORD

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