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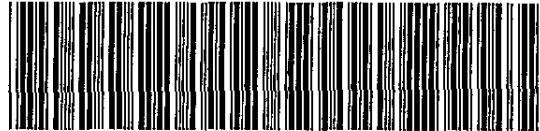
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BOYD & MARKS, L.L.C.

Attorneys & Counselors at Law

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Melbourne, Florida 32940
Telephone: (321) 751-6030
Facsimile: (321) 751-6035

**Please Reply To:
Melbourne Office**
April 15, 2004

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of Mackler Capital, L.L.C.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Organization of Mackler Capital, together with a check for \$155.00 to cover the \$100.00 filing fee, \$25.00 fee for designation of registered agent and \$30.00 certified copy fee.

Once the Articles of Organization have been filed, please forward the certified copy of same to me to the address above indicated.

Very truly yours,



DOUGLAS D. MARKS

DDM /nk
Enclosures
cc: Mr. Michael D. Lerner

ARTICLES OF ORGANIZATION
OF
MACKLER CAPITAL, L.L.C

The undersigned, acting as the organizer of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of the limited liability company shall be MACKLER CAPITAL, L.L.C (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: 410 Berwick Way, Melbourne, Florida 32940.

ARTICLE III - DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization or Regulations of the Company, or by operation of law.

ARTICLE IV - MANAGEMENT

The Company is to be managed by certain designated Member Managers. The names and addresses of the initial designated Member Managers are as follows:

MICHAEL D. LERNER
410 Berwick Way
Melbourne, Florida 32940

ARTHUR LERNER
410 Berwick Way
Melbourne, Florida 32940

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of all of the remaining Members (other than the terminated Member and such member's successors-in-interest).

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 410 Berwick Way, Melbourne, Florida 32940. The name of the registered agent of the Company at that address is MICHAEL D. LERNER.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization this 12 day of April 2004.

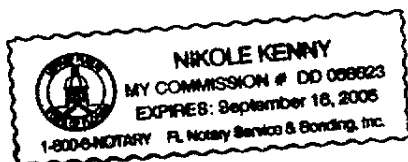
MACKLER CAPITAL, L.L.C.

By: _____

Michael D. Lerner

STATE OF FLORIDA
COUNTY OF BREVARD

Sworn to and subscribed before me this 12 day of April 2004, by MICHAEL D. LERNER, as the Member of MACKLER CAPITAL, L.L.C., a Florida limited liability company. Said person (check one) ___ is personally known to me, ___ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ___ produced other identification, to wit: _____.



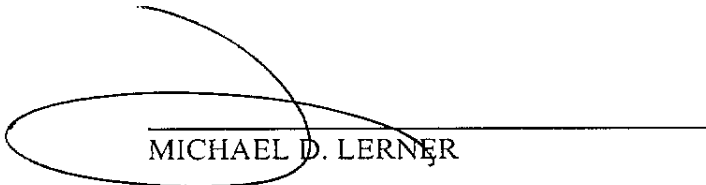
Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



MICHAEL D. LERNER

Dated: 4.12 2004.