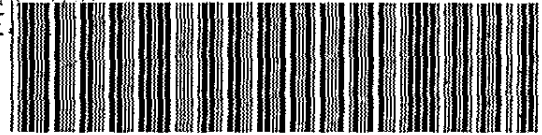


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SECRETARY OF STATE
TALLAHASSEE



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WESTON, FLORIDA 33326

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TALLAHASSEE, FLORIDA

TELEPHONE 954-384-4421
FACSIMILE 954-389-3579
lsk@klitzlaw.com

LAWRENCE S. KLITZMAN
L.L.M. TAXATION
ALSO ADMITTED IN NEW JERSEY

May 20, 2004

Registration Section
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

Re: Sadie Jackerson, LLC

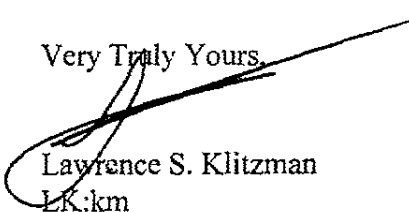
Gentleperson:

Enclosed please find original and copy of Articles of Organization for Sadie Jackerson, LLC.
Also enclosed is my check for \$125.00 to cover the filing fee.

Please file the Articles and return the filed copy to the undersigned in the enclosed self addressed envelope.

Thank you.

Very Truly Yours,



Lawrence S. Klitzman

LK:km

w/enclos.

**ARTICLES OF ORGANIZATION
OF
SADIE JACKERSON, LLC**

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The undersigned, being the authorized representative and attorney-in fact of the members of Sadie Jackerson, LLC, a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. COMPANY NAME

The name of this Company is: **Sadie Jackerson, LLC**

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1330 SE Federal Highway
Stuart, Florida 34994

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1330 SE Federal Highway
Stuart, Florida 34994

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Lawrence S. Klitzman, P.A.
2200 North Commerce Parkway Suite 206
Weston, Florida 33326

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) or as otherwise set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the remaining membership units in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the remaining membership units in the Company.

ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Operating Agreement then in existence.

ARTICLE X. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.

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TALLAHASSEE, FLORIDA

ARTICLE XI. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of any Operating Agreement which is adopted upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 2nd day of May, 2004.

Authorized Representative and
Attorney in Fact

By:


Lawrence S. Klitzman.

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of **Sadie Jackerson, LLC**, a Florida Limited Liability Company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: MAY 20, 2004

By:

Lawrence S. Klitzman P.A.

Lawrence S. Klitzman, President

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TALLAHASSEE, FLORIDA