

LAW OFFICES OF
ZWICK, FRIEDMAN & GOLDBAUM, P.A.

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L9500000066

Andrew R. Friedman

January 16, 1995

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-01/26/95--01017--017
***337.50 ***337.50

Mr. Steve Godfrey
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Reference: Mad Distributors, L.C.

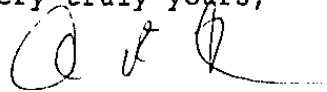
Dear Mr. Godfrey:

Enclosed herewith please find an original and one copy of the Articles of Organization for the above captioned corporation and our check in the amount of \$337.50 to cover the cost associated with same.

Once the enclosed is processed, kindly return one stamped copy to the undersigned.

If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,



Andrew R. Friedman

ARF/kp
Enclosures

cc: David Jones

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 24 PM 1:41

ARTICLES OF ORGANIZATION
OF
MAD DISTRIBUTORS, L.C.

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SECRETARY OF STATE
65 JUN 24 PM 1:41

ARTICLE I

NAME

The name of this limited liability company is Mad Distributors, L.C.

ARTICLE II

DURATION

This limited liability company shall have perpetual existence.

ARTICLE III

PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

ARTICLE IV

ADDRESS

The principal place of business and mailing address of this limited liability company shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the limited liability company is Andrew R. Friedman and the initial registered agent's office address shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE VI

MANAGEMENT

The limited liability company will be managed by all of its members. Their names and addresses are:

Andrew R. Friedman	5355 Town Center Road Suite 801 Boca Raton, FL 33486
Nancy Jones	6064 Vista Linda Lane Boca Raton, FL 33433
Consolidated Crescent , Inc.	12150 N.W. 10th Street Coral Springs, FL 33071

ARTICLE VII

POWERS

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The members shall have the right to admit new members. The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for such consideration as the members shall determine.

ARTICLE IX

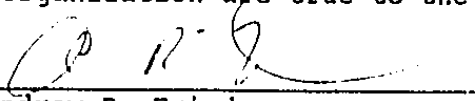
RIGHT OF CONTINUANCE

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

ARTICLE X
REGULATIONS

The Regulations may be adopted, altered, amended or repealed by the members.

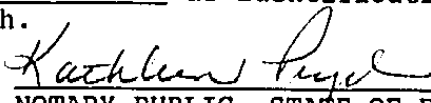
IN WITNESS WHEREOF, a member of the limited liability company has executed these Articles of Organization on the 16 day of January, 1995, and affirms under the penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.



Andrew R. Friedman

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of January, 1995, by Andrew R. Friedman, who is personally known to me or produced N/A as identification, and who did (did not) take an oath.



NOTARY PUBLIC, STATE OF FLORIDA
KATHLEEN Pryel
Printed name of Notary

My commission expires:



AFFIDAVIT OF MEMBERSHIP

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, Andrew R. Friedman, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

1. The name of the limited liability company is Mad Distributors, L.C.

2. The limited liability company has at least two (2) members.

3. The name and address of each member of the limited liability company is:

Andrew R. Friedman	5355 Town Center Road Suite 801 Boca Raton, FL 33486
Nancy Jones	6064 Vista Linda Lane Boca Raton, FL 33433
Consolidated Crescents, Inc.	12150 N.W. 10th Street Coral Springs, FL 33071

4. The amount of cash and a description and agreed value of property other than cash contributed by each member is as follows:

<u>Member</u>	<u>Value</u>	<u>Description</u>
Andrew R. Friedman	\$100.00	Cash
Nancy Jones	\$700.00	Cash
Consolidated Crescents, Inc.	\$200.00	Cash
TOTAL	\$1,000.00	

5. The amount of cash and a description and agreed value of property other than cash to be contributed by each member is as follows: NONE


DATE: 1-10-95

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of January, 1995, by Andrew R. Friedman, who is personally known to me or who has produced _____ as identification, and who did (did not) take an oath.

Kathleen Pryel
Notary Public, State of Florida

KATHLEEN PRYEL
Print name of Notary

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 24 PM 1:41