

BEDZOW, KORN & KAN, P. A.

ATTORNEYS AT LAW

SUITE 200
20803 DISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180
TELEPHONE (305) 933-6888

MICHAEL BEDZOW
DARY A. KORN
GARY L. BROWN
RICHARD C. WOLFE
PAUL R. LIPTON
GORDON A. MINSKI
REBECCA S. TRINKLER
ALAN B. SCHNIDER
DAVID C. JACOBSON
DENNIE LAYIN
NEAL I. SKLAR
MICHAEL A. MARACINI

Of Counsel
MARCY S. RESNIK

REPLY TO:
P.O. BOX 8028
HALLANDALE, FLORIDA 33008

(BROWARD) (305) 523-6001

TELECOPIERS:
MAIN (305) 936-9502
REAL ESTATE (305) 932-6043
LITIGATION (305) 936-2795

ALAN J. KAN
(1947 - 1994)

L95000000160

February 22, 1995

Florida Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32399

**Certified Mail
Return Receipt Requested**

4000001417584
-02/28/95--01114--002
***285.00 ***285.00

Re: **LUMINUS, L.C., A Florida
Limited Liability Company
Our File No. 3341**

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Organization, Certificate of Registered Agent, and Affidavit of Capital Contributions for the above-referenced company. I have also enclosed a check in the amount of \$285.00 as payment for the filing fees.

Please send the undersigned a stamped copy of the enclosures upon receipt of same.

If you need any additional information, or have any questions regarding this correspondence, please do not hesitate to contact me.

Very truly yours,

David C. Jacobson
DAVID C. JACOBSON,
For the Firm

DCJ/rkp
Enclosures
3341\10409

*Same people
have 994-62850*

B. REGISTER MAR 1 1995

**ARTICLES OF ORGANIZATION
OF
LUMINIS, L.C.**

The undersigned initial member of LUMINIS, L.C., a Florida limited liability company formed herounder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: LUMINIS, L.C.

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 until December 31, 2044, 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:

15645 Collins Avenue #505
Miami Beach, Florida 33160

ARTICLE IV. STREET ADDRESS OF COMPANY

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

15645 Collins Avenue #505
Miami Beach, Florida 33160

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:

Richard C. Wolfe, Esq.
BEDZOW, KORN & KAN, P.A.
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180
(305) 935-6888

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 a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers 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 managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers 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 a majority of all of the members of 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 or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations 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 a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers elected by unanimous consent of the Members. The name and address of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successors are elected and qualify.

Initial Manager:

NICOLAS COHEN

Address:

3242 Leon Brisson
116 Boulevard Quebec, Canada
H9C 1T6

Initial Manager:

ANNABEL COHEN

Address:

3 VERMONT
1111 BROADWAY
HQC 1A1

Initial Manager:

PATRICK BARRETTE

Address:

3 VERMONT
1111 BROADWAY
HQC 1A1

Initial Manager:

ANNE COHEN

Address:

2242 LEON BRISBOIS
1111 BROADWAY, QUEBEC, CANADA. HQC 1A1

Initial Manager:

MICHAEL HART

Address:

15645 COLLINS AVE. #505
MIAMI BEACH, FLORIDA 33160

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.


ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations 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 and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

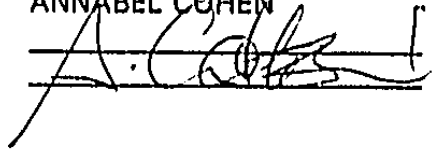
IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of organization as of this 24th day of JANUARY, 1995.

INITIAL MEMBERS:

NICOLAS COHEN

A handwritten signature in dark ink, appearing to be 'N. Cohen', is written over two horizontal lines.

ANNABEL COHEN

A handwritten signature in dark ink, appearing to be 'A. Cohen', is written over two horizontal lines.

**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 LUMINIS, L.C.
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 it is familiar
with, and accepts, the obligations of such position.

Dated: JANUARY 24, 1998^S


RICHARD C. WOLFE, ESQ.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of LUMINIS, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$ 2000.00 NICOLAS COHEN
\$ 800.00 ANNABEL COHEN.

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of the initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: JAN. 6. —, 1995

INITIAL MEMBERS:

NICOLAS COHEN

ANNABEL COHEN

TTTATTTT
TTTATTTT
TTTATTTT
LUMINIS

LUMINIS .L.C. (U.S.A)
2005 N.W. 62 ND. STREET#205
FORT LAUDERDALE FLORIDA .USA. 33309
TEL.: 305-771-3252 FAX.: 305-771-1668

LUMINIS .L.C. (CANADA)
641 McCAFFREY
ST.LAURENT QC. CANADA H4T 1N3
TEL: 514-7331210 FAX: 514-733-1809

L95000000160

STATE OF FLORIDA
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE TAXES
PO BOX 113327
TALLAHASSEE FLORIDA 32314
NEW FILING SECTION

OCTOBER 21 1995

TO WHOM IT MAY CONCERN

SUBJECT : MAILING ADRESS.

CERTIFICATE NO. 23-09-440626-63
REFERENCE :071395 0401 225465

THE FOLLOWING IS TO INFORM YOU THAT OUR MAILING ADRESS
FOR ADMINISTRATION IS

LUMINIS L.C.
641 McCAFFREY
ST-LAURENT QC. CANADA H4T 1N3

L95000000160

TEL: 514-733-1210
FAX: 514- 733-1809


PLEASE ADJUST YOUR RECORDS
AND CHANGE MAILING ADRESS FOR MONTHLY TAX RETURNS.
THIS WILL AVOID UNECESSARY DELAYS.

THANK YOU FOR YOUR COOPERATION.


ALAIN COHEN
ASSOCIATE
DIRECTOR

Upd 10/31/95

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morfitt Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000160 LUMINIS, L.C. 641 MCCAFFREY ST-LAURENT QC CANADA H4T 1N3		1a. Principal Place of Business Address 641 MCCAFFREY ST-LAURENT QC CANADA H4T 1N3	
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified 02/28/1995		3a. State of Formation FL	
4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		5. Date of Last Report 6. Certificate of Status Desired SR *A Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent WOJTE, RICHARD C BEDZOW, KORN & KAN, P.A. 20803 BISCAYNE BLVD, SUITE 200 AVENTURA FL 33180		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 600001749406 -03/19/96--01086--019 City *****306.C08 *****238.75 FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
<small>(Registered Agent Accepting Appointment) (If Not, Registered Agent Signature Not Required)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	COHEN, NICHOLAS	3242 LEON BRISEBOIS, THE B	QUEBEC, CANADA H9C 1T
MGR	COHEN, ANNABEL	3 VERMONT, ILE BIZARD	QUEBEC, CANADA H9C 1A
MGR	BARRETTE, PATRICK	3 VERMONT, ILE BIZARD	QUEBEC, CANADA H9C 1A
MGR	COHEN, AIAIN	3242 LEON BRISBEBOIS, ILE	QUEBEC, CANADA H9C 1T
MGR	HART, MICHAEL	15645 COLLINS AVE #505	MIAMI BEACH FL
vsl 3/14/96			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: ALAIN COHEN		FEB 19 1996 - 514-133-120	