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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: CFR INVESTMENTS L.C.  
FAX AUDIT NUMBER: H95000008201 CURRENT STATUS: REQUESTED  
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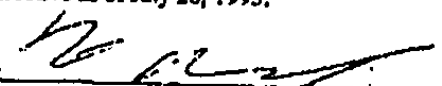
ARTICLES OF ORGANIZATION  
OF  
CFR INVESTMENTS L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is CFR INVESTMENTS L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until earlier of ten (10) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.4411, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The company's mailing address is: c/o Sanford N. Reinhard, 2875 N.E. 191st Street, Suite 404, North Miami Beach, Florida 33180. The Company's street address is 11840 S.W. 97th Terrace, Miami, Florida 33186.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Sanford N. Reinhard. The street address of the initial registered agent of the company is 2875 N.E. 191st Street, Suite 404, North Miami Beach, Florida 33180.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled is dissolved, experience bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified.  
  
Name and Address: Sanford N. Reinhard, 2875 N.E. 191st Street, Suite 404, North Miami Beach, Florida 33180.  
  
Thereafter, the Company shall be managed by one manager who shall be elected annually as provided in the regulations.
8. Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of July 26, 1995.

Sanford N. Reinhard, Esq.  
Fl. Bar No. 112669  
2875 N.E. 19th STREET  
Suite 404  
N. Miami, FL 33180  
(305) 932. 7555

  
SANFORD N. REINHARD, authorized representative of  
a member

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**FLORIDA LAW OF CORPORATIONS**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF**  
**FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CFR INVESTMENTS L.C. deposes and says:

- 1). The above named limited liability company has at least two members:
- 2). The total amount of cash contributed by the member(s) is \$350,000.00.
- 3). If any, the agreed value of the property other than cash contributed by member(s) is \$ N/A (a description of the property is attached and made a part hereof); and
- 4). The total amount of cash or property anticipated to be contributed by member(s) is \$350,000.00. This total includes amounts from 2 and 3 above.

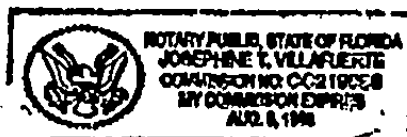
  
 SANFORD N. REINHARD, attorney and  
 authorized representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sworn to and subscribed to before me this 26th day of July, 1995 by SANFORD N. REINHARD, personally known to me and who did take an oath.

  
 Notary Public, State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION  
REGISTERED/AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CFR INVESTMENTS L.C.
2. The name and address of the registered agent and office is:

Sanford N. Reinhard

(Name)

2875 N.E. 191st Street, Suite 404

(Address - P.O. Box not acceptable)

North Miami Beach, Florida 33180

(City/State/Zip)

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.

(Signature)

(Date)

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d.L. Acordner/Agent of