

L96000000147

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

B/T 2/15/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN *2/15 12:00*
 Will Pick Up _____

No. 52530

RE: *Trevor and John Feld*
Resnick Family

SEC. C.C. FEE OF: DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

100001709441
 -02/07/96--01054--002
 ****285.00 ****285.00

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

96 FEB -5 MID-44
 RECEIVED
 DIVISION OF CORPORATION

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION
OF
A LIMITED LIABILITY COMPANY

KNOWN AS

TREVOR AND JENNIFER RESNICK FAMILY, L.C.

FILED
98 FEB -5 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Company is TREVOR AND JENNIFER RESNICK FAMILY, L.C., a Florida limited liability company.

ARTICLE II - DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members.

ARTICLE III - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - PLACE OF BUSINESS

The street address of the place of business of this Company is 6850 S.W. 119th Street, Miami, Florida 33156.

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this company is 6850 S.W. 119th Street, Miami, Florida 33156, and the name of the initial registered agent of this corporation at that address is TREVOR J. RESNICK.

ARTICLE VI - CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>
Trevor J. Resnick	See Exhibit "A" attached hereto.
Jennifer S. Resnick	See Exhibit "A" attached hereto.
Alissa S. Resnick	See Exhibit "A" attached hereto.
Danya E. Resnick	See Exhibit "A" attached hereto.
David J. Resnick	See Exhibit "A" attached hereto.

No other additional contributions have been agreed to be made or required at this time.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to this Company upon the approval by the Manager hereinafter set forth.

ARTICLE VIII - CONTINUATION OF COMPANY

This Company shall continue to remain in existence and shall be operated by the Manager or if the Manager is no longer available, by the remaining members notwithstanding the death, retiring, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of this Company.

ARTICLE IX - MANAGEMENT

This Company shall be managed by TREVOR J. RESNICK who is hereby irrevocably appointed as Manager of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Manager shall continue to

operate as the Manager for the Company until the first annual meeting of the Members and until the Manager's successor is duly elected and qualified.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 23rd day of January, 1996.

Trevor J. Resnick
TREVOR J. RESNICK

Jennifer S. Resnick
JENNIFER S. RESNICK

ALISSA S. RESNICK

2 DANYA

Danya E. Resnick
DANYA E. RESNICK

By:

Trevor J. Resnick
TREVOR J. RESNICK, as
Guardian and father

By:

Trevor J. Resnick
TREVOR J. RESNICK, as
Guardian and father

DAVID J. RESNICK

By:

Trevor J. Resnick
TREVOR J. RESNICK, as
Guardian and father

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of January, 1996 by TREVOR J. RESNICK and JENNIFER S. RESNICK, who are personally known to me or produced _____ as identification and who did (did not) take an oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23 day of January, 1996.

Mercedes Cazobon
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



MERCEDES CAZOBON
MY COMMISSION # CC357529 EXPIRES
March 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

THAT TREVOR AND JENNIFER RESNICK FAMILY, L.C., a Florida limited liability company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6850 S.W. 119th Street, Miami, Florida 33156, has named TREVOR J. RESNICK, at 6850 S.W. 119th Street, Miami, Florida 33156, as its agent to accept service of process within Florida.

Dated: January 23, 1996



TREVOR J. RESNICK, Manager

Having been named to accept service of process for the above named company, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



TREVOR J. RESNICK
Registered Agent

EXHIBIT A - CONTRIBUTIONS

The following are the contributions by each of the members of the TREVOR AND JENNIFER RESNICK FAMILY, L.C.:

1. Thirty three and one-third percent (33 1/3%) of R.A.D. Hotel Management, Ltd., a Florida limited partnership, and of O.C.M. GROUP, L.C., a Florida limited liability company, valued at \$380,000.00 as of January 1, 1996, contributed as follows:

Trevor J. Resnick	\$ 160,000.00
Jennifer S. Resnick	\$ 160,000.00
Alissa S. Resnick	\$ 20,000.00
Danya E. Resnick	\$ 20,000.00
David J. Resnick	\$ 20,000.00

2. In the form of pledge over the duration of the TREVOR AND JENNIFER RESNICK FAMILY, L.C.:

Trevor J. Resnick	\$ 190,000.00
Jennifer S. Resnick	\$ 190,000.00
Alissa S. Resnick	\$ 80,000.00
Danya E. Resnick	\$ 80,000.00
David J. Resnick	\$ 80,000.00

Total contribution for each member as follows:

Trevor J. Resnick	\$ 350,000.00
Jennifer S. Resnick	\$ 350,000.00
Alissa S. Resnick	\$ 100,000.00
Danya E. Resnick	\$ 100,000.00
David J. Resnick	\$ 100,000.00

The ownership interest in the TREVOR AND JENNIFER RESNICK FAMILY, L.C. is as follows:

Trevor J. Resnick	35%
Jennifer S. Resnick	35%
Alissa S. Resnick	10%
Danya E. Resnick	10%
David J. Resnick	10%

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

96 FEB -5 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____
TREVOR AND JENNIFER RESNICK FAMILY, L.C. depose and say:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000.00. This total includes amounts from 2 and 3 above.

Trevor J. Resnick

_____, TREVOR J. RESNICK, Manager

signature of a member or authorized representative of a member.

(In accordance with section 608.400(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)