

L96000000288

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 \$ _____

WALK-IN 3/8 12:00

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	nc		CK No.
BY			

WALK-IN 3/8 12:00
Will Pick Up

RE: The Curtiss Group
I.I.C., L.C.
96 MAR 13 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing	CREANIZATION	
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing	photo	
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing	700001746077	
	-03/18/96--01019--004	
<input type="checkbox"/> Name Reservation	****285.00	****285.00
<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 Filing		
<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 Prop.		
<input type="checkbox"/> FAX ()	pgs.	

SUBTOTALS

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

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 8, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: THE CURTISS GROUP I I C, L.C.
Ref. Number: W96000005202

We have received your document for THE CURTISS GROUP I I C, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

Please include the description of property referred to in the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 696A00010513

RECEIVED
96 MAR 13 11:06
DIVISION OF CORPORATIONS

CORRECTED

Articles of Organization

for

The Curtiss Group I•I•C, L.C.

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization for such Company.

ARTICLE I

Name

The name of the limited liability company ("Company") is:

The Curtiss Group I•I•C, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE III

Registered Agent/Registered Office

The name and street address of the initial registered agent and the mailing and street address for the initial registered office for this Company are as follows:

Registered Agent:

Scott R. Austin, Esq.
Houston & Shahady, P.A.
100 N.E. Third Avenue, Suite 850
Fort Lauderdale, FL 33301

Registered Office:

The Curtiss Group I•I•C, L.C.
c/o Houston & Shahady, P.A.
100 N.E. Third Avenue, Suite 850
Fort Lauderdale, FL 33301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
Duration

The period of duration for the Company is thirty years, beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

ARTICLE V
Continuation of Business After Certain Events

The remaining Members of the Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, but such continuation shall occur only upon the unanimous written consent of such remaining Members.

ARTICLE VI
Management by Members

The management of the Company shall be reserved to its Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

Each managing Member is identified as follows:

<u>Name</u>	<u>Address</u>
William E. Frank, Jr.	7859 Mandarin Drive Boca Raton, FL 33433
Robert L. Beatty, Jr.	5600 Poinsettia Avenue Apt. 208 West Palm Beach, FL 33407
Thomas Bedocs	3100 N.E. 57th Court Ft. Lauderdale, FL 33308
Patrick Hidalgo	3400 S. Ocean Blvd. Apt. 10 J Highland Bch., FL 33487
John Farrell	901 N. Riverside Drive Pompano Beach, FL 33062

ARTICLE VII
Admission of Additional Members

Additional Members may be admitted only upon the unanimous approval of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

ARTICLE VIII
Transfer of Member Interests

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE IX
Organizing Member

The name and address of the organizing Member or incorporator executing these Articles of Organization is as follows:

Name

Address

William E. Frank, Jr.

7859 Mandarin Drive
Boca Raton, FL 33433

ARTICLE X
Withdrawal or Reduction of Member's Contributions to Capital

A. A Member shall not receive out of the Company's property any part of its contribution to capital until:

(1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital have been paid or sufficient property of the Company remains to pay them,

(2) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(3) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

ARTICLE XI
Amendment

The power to adopt, alter, amend or repeal the Articles of Organization or the Regulations of the Company shall be solely vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned Organizing Member has hereunto set his hand and seal this 1 day of March, 1996.

MEMBER:


William E. Frank, Jr.

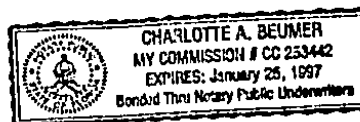
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1ST day of March, 1996, by WILLIAM E. FRANK, JR., who personally appeared before me at the time of notarization and who executed the foregoing Articles of Organization and he acknowledged to and before me that he executed such instrument in his respective capacity, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: Charlotte A. Beumer
Print: CHARLOTTE A. BEUMER
State of Florida at Large

My Commission Expires:



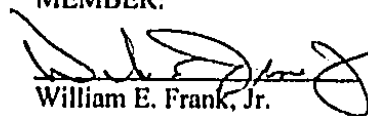
AFFIDAVIT OF MEMBERSHIP

The undersigned Member or authorized representative of **THE CURTISS GROUP I.I.C., 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 Forty Thousand Dollars (\$40,000).
3. If any, the agreed value of property other than cash contributed by Member(s) is Ten Thousand Dollars (\$10,000). **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 Sixty Thousand Dollars (\$60,000). This total include amounts from 2 and 3 above.

In accordance with §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.

MEMBER:

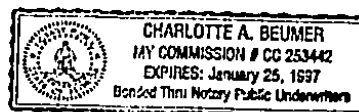

William E. Frank, Jr.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of March, 1996, by WILLIAM E. FRANK, JR. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: Charlotte A. Beumer
Print: CHARLOTTE A. BEUMER
State of Florida at Large



ATTACHMENT A
DESCRIPTION OF PERSONAL PROPERTY
CONTRIBUTED BY MEMBERS OF
The Curtis Group I-I-C, L.C.

CURTISS GROUP INVENTORY (BOCA OFFICE)

Secretary Area

- 1 Desk
- 1 Antique table
- 1 High back chair
- 1 Macintosh computer with printer
- 1 Air filter
- 1 End table
- 2 Lateral file cabinets
- 2 Secretary chairs
- 2 Wood bookcases
- 1 Olivetti word processor
- 1 Pitney Bowes postage machine

Bobs Office

- 2 High back leather chairs
- 1 Executive high back chair
- 3 Small end tables
- 1 End table
- 1 Executive desk
- 2 Desk lamps
- 1 Air filter

Library

- 1 Antique table
- 1 Lo Back leather chair
- 1 Antique mirror
- 1 Sofa
- 1 Short wood bookcase
- 1 Antique desk

Pate Office

- 2 High back blue cloth chairs
- 1 Tall dark wood bookcase
- 1 Credenza
- 1 Executive desk
- 1 High back desk chair
- 1 Desk lamp
- 1 Oriental blue lamp

2.5

Peters Office

- 2 High back leather chairs
- 2 End tables
- 1 Air Filter
- 1 Wood bookcase
- 1 Credenza
- 1 Cloth high back chair
- 1 Executive desk
- 1 Macintosh Computer
- 1 Desk lamp

3.5

Bills Office

- 1 Executive Desk
- 1 High back cloth chair
- 1 Sofa
- 1 Love seat
- 2 Leather chairs
- 1 End table
- 1 Lamp
- 1 Stereo

3.5

Tom's Office

- 1 Desk
- 1 Antique chair
- 1 Business chair
- 2 Tall bookcases

Kitchen

- 1 Sharp (SF-7320) copier
- 1 Sharp (UH-103) Fax/phone
- 1 Emerson Microwave
- 1 Pitney Bowes postage scale

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96 MAR 13 PM 1:55

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

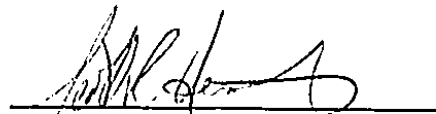
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, 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 **THE CURTISS GROUP LLC, L.C.**
- (2) The name and address of the registered agent and office is: Scott R. Austin, Esq., Houston & Shuhady, P.A., 100 N.E. Third Avenue, Suite 850, Fort Lauderdale, FL 33301.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: March 1, 1996



Scott R. Austin, Esq.