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STATE OF FLORIDA

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MIAMI FL 33135-3300

TALLAHASSEE FL 32309

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: LAGO PROPERTIES, L.C.

FAX AUDIT NUMBER: H90000005035

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ARTICLES OF ORGANIZATION FOR
LAGO PROPERTIES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

(6)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - Name:

The name of the Limited Liability Company is: LAGO PROPERTIES, L.C.

ARTICLE II - Duration:

This Limited Liability Company shall have thirty (30) years of existence.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability

Company is: c/o Cantor & Morante, P.A.
777 Brickell Avenue, Suite 500
Miami, Florida 33131

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one of its members, who shall serve as manager until the first annual meeting of members or until his successor is/are duly elected and qualify. The name and address of the managing member is:

Daniel Aubry
365 First Avenue
New York, NY 10010

Prepared By:
Steven L. Cantor, Esq.
Cantor & Morante, P.A.
P.O. Box 374308
Florida Bar No. 205028

777 BRICKELL AVE. #600
MIAMI, FL 33131

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ARTICLE V - Admission of Additional Members:

The members shall not have the right to admit additional members nor to transfer their membership in the organization without the written consent of the other members.

ARTICLE VI - Members Rights to Continue Business:

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

ARTICLE VII - Registered Office

The address of the initial registered office of the limited liability company is c/o Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131. The members shall have the right to change the registered office of the limited liability company to any other address in Florida.

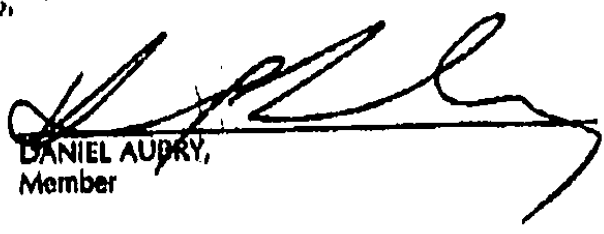
ARTICLE VIII - Registered Agent

The initial registered agent of the limited liability company for accepting service of process pursuant to Section 608.415, Florida Statutes, shall be Steven L. Cantor, Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

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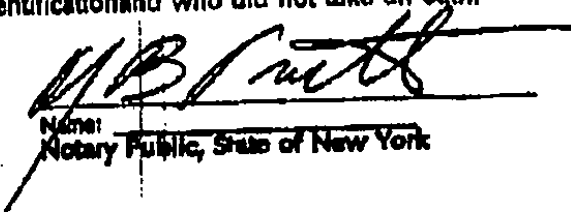
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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 4 day of April, 1996.


DANIEL AUBRY,
Member

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

The foregoing Articles of Organization acknowledged before me this 4 day of April, 1996 by DANIEL AUBRY, who is personally known to me or who provided NY DR. LICENSE no. 262-050-110 as identification and who did not take an oath.


Notary Public, State of New York

My Commission Expires:

HENRY B. TRATTNER
NOTARY PUBLIC, State of New York
Exp. 10-31-97
Qualified in Nassau County
Commission Expires October 31, 1997

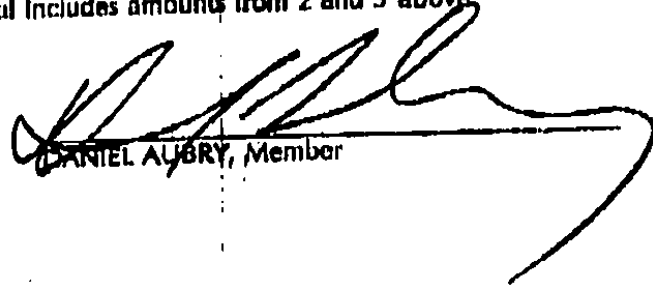
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

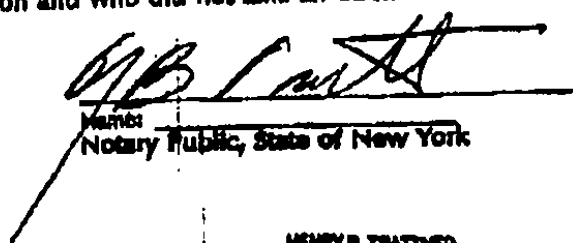
The undersigned member of LAGO PROPERTIES, L.C. deposes and says:

- 1) the above limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$60,000.00
- 3) no property other than cash shall be contributed by the members
- 4) the total amount of cash or property anticipated to be contributed by members is \$200,000.00. This total includes amounts from 2 and 3 above.


DANIEL AUBRY, Member

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

The foregoing Affidavit was acknowledged before me this 4 day of April, 1996 by DANIEL AUBRY, who is personally known to me or who provided NY'S DRIVER LICENSE no. 262-050-710 as identification and who did not take an oath.


Notary Public, State of New York

My Commission Expires:

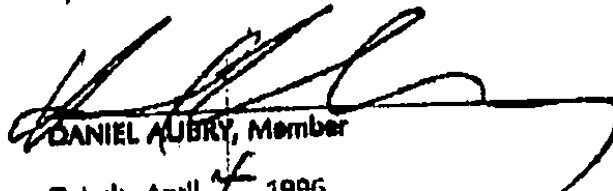
HENRY B. TRATNER
NOTARY PUBLIC, State of New York
No. 17497-00000000
Qualified in Nassau County
Commission Expires October 31, 1997

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: LAGO PROPERTIES, L.C.
2. The limited liability company does hereby designate Steven L. Cantor, Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131 as its registered agent and office to accept service of process within Florida.


DANIEL AUBRY, Member

Dated: April 4, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN
THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.


STEVEN L. CANTOR, Registered Agent

Dated: April 5, 1996

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TALLAHASSEE, FLORIDA

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