

ARTICLES OF ORGANIZATION
OF
D.K. ANDREWS, L.C.

FILED
SECRETARY OF STATE
CIVIL DIVISION
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The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I - NAME

The name of this limited liability company shall be: D. K. ANDREWS, L.C.

ARTICLE II - DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of Organization, and shall be perpetual.

ARTICLE III - PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

- 1 -

ARTICLE IV - ADDRESS

The address of the place of business of the limited liability company in the State of Florida is 373 Ansin Boulevard, Hallandale, FL 33009, and the name and address of its initial Registered Agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33009.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon such terms and conditions as they may determine.

ARTICLE VI - CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on 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 limited liability company.

ARTICLE VII - MANAGEMENT

Management of the limited liability company initially shall be by one member, whose name and address is as follows:


Douglas Klinghoffer, 373 Ansin Boulevard, Hallandale, FL 33009.

ARTICLE VIII - INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 14th day of August, 1996.


DOUGLAS KLINGHOFFER

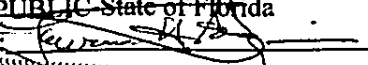

ALAN D. COHEN


ANDREW NECKOWITZ

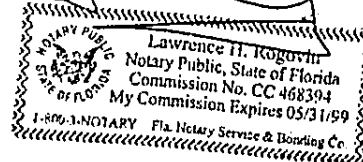
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of August, 1996 by DOUGLAS KLINGHOFFER, who is personally known to me and who did take an oath.


NOTARY PUBLIC State of Florida

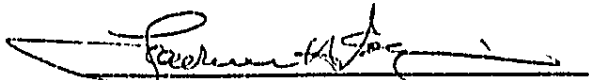
Print Name: 

My commission expires:



STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

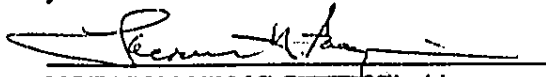
The foregoing instrument was acknowledged before me this 14th day of August, 1996 by
ALAN D. COHEN, who is personally known to me and who did take an oath.


NOTARY PUBLIC - State of Florida
Print Name: Lawrence H. Rogovin
Notary Public, State of Florida
Commission No. CC 468394
My Commission Expires 05/31/99
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

My commission expires:

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of August, 1996 by
ANDREW NECKOWITZ, who is personally known to me and who did take an oath.

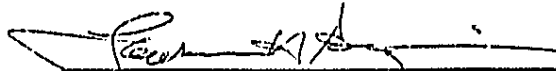

NOTARY PUBLIC - State of Florida
Print Name: Lawrence H. Rogovin
Notary Public, State of Florida
Commission No. CC 468394
My Commission Expires 05/31/99
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT 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. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: August 14, 1996



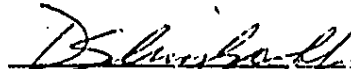
LAWRENCE H. ROGOVIN, Esquire

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
D.K. ANDREWS, L.C.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

DOUGLAS KLINGHOFFER, ALAN D. COHEN and ANDREW NECKOWITZ, being severally duly sworn, depose and say:

1. We are the sole members of D.K. ANDREWS, L.C. and have personal knowledge of all facts set forth below.
2. The above named limited liability company has three members.
3. The total amount of cash contributed by the members is \$15,000.00. No property other than cash has been contributed by the members. Presently no additional amount is anticipated to be contributed by the members.


DOUGLAS KLINGHOFFER

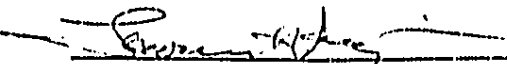

ALAN D. COHEN


ANDREW NECKOWITZ

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

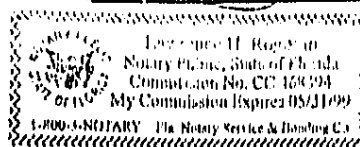
The foregoing instrument was acknowledged before me this 14th day of August, 1996 by

DOUGLAS KLINCHOFFER, who is personally known to me and who did take an oath.


NOTARY PUBLIC-State of Florida
Print Name: _____

My commission expires:

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

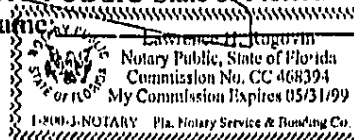


The foregoing instrument was acknowledged before me this 14th day of August, 1996 by
ALAN D. COHEN, who is personally known to me and who did take an oath.


NOTARY PUBLIC-State of Florida
Print Name: _____


My commission expires:

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

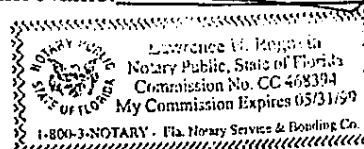


95 AUG 15 PM 3:27
DIVISION OF STATE
SECRETARY OF STATE
CORPORATIONS

The foregoing instrument was acknowledged before me this 14th day of August, 1996 by
ANDREW NECKOWITZ, who is personally known to me and who did take an oath.


NOTARY PUBLIC-State of Florida
Print Name: _____

My commission expires:



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