

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 \$ _____

RECEIVED

AUG 20 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY FAK _____

WALK-IN
 Will Pick Up 820 1200

RE: NLS Acquisition
LC

G.C. FEE, DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing	<u>org.</u>	
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Copy(s)	<u>PHOTO</u>	
<input type="checkbox"/> Art. of Amend. Filing		
<input checked="" type="checkbox"/> Dissolution/Withdrawal	<u>95</u>	
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Finstatement		
<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 Prep.		
<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

**ARTICLES OF ORGANIZATION
OF
NLS ACQUISITIONS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be NLS ACQUISITIONS, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1800 Corporate Boulevard, Suite 300, Boca Raton, FL 33431.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall terminate not later than July 31, 2026 unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Joel P. Koepfel, 222 Lakeview Avenue, Suite 250, West Palm Beach, FL 33401

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued

membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Ned L. Siegel, 1800 Corporate Boulevard, Suite 300, Boca Raton, Florida 33431.

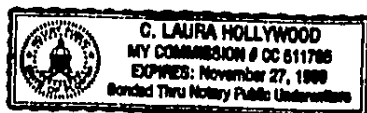
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at West Palm Beach, Florida, on this 14 day of August, 1996.


Joel P. Koepfel, Authorized Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 14 day of August, 1996, by JOEL P. KOEPPPEL, who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA



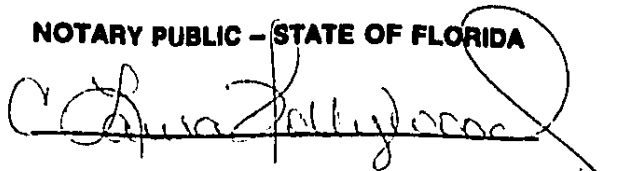

C. LAURA HOLLYWOOD
Printed Name of Notary

EXHIBIT "A"

Ned L. Siegel

\$100.00

Stephanie Siegel

\$100.00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of NLS ACQUISITIONS, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Joel P. Koeppe, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NLS ACQUISITIONS, 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 \$400.00.
3. The total amount of cash or property anticipated to be contributed by members(s) is \$400.00.
This total includes amounts from 2 above.

FILED
95 AUG 20 PM 10:31
PALM BEACH, FLORIDA

FURTHER AFFIANT SAYETH NAUGHT.

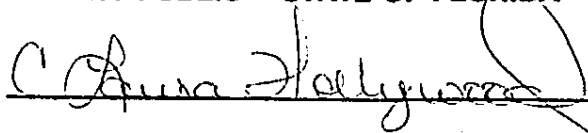
Dated: August 19, 1996.

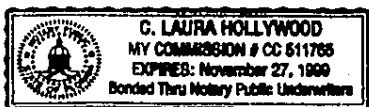

Joel P. Koepfel, Authorized Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 19 day of August, 1996, by Joel P. Koepfel who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA





C. LAURA HOLLYWOOD
Printed Name of Notary

L 96000000887

KOEPPEL, GOTTLIBB, MESCHES, HERZFELD & RUBIN

EDMUNTE BUILDING
888 LAKEVIEW AVENUE
SUITE 800

WEST PALM BEACH, FLORIDA 33401-0146

JOEL P. KOEPPEL, P.A.
MEMBER FL & NY BARS

TELEPHONE (407) 655-4080
TELECOPIER (407) 655-8388

September 20, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

RE: NLS ACQUISITIONS, L.C.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the AMENDMENT to the ARTICLES OF ORGANIZATION OF NLS ACQUISITIONS, L.C. together with firm's check in the amount of \$105.00 representing the filing fee of \$52.50 and certified copy fee of \$52.50. Please return one certified copy to the undersigned.

Thank you for your cooperation.

Very truly yours,



Sheryl G. Klein
Legal Assistant

/sgk
enc.

500001957115
-09/25/96--01098--020
*****105.00 *****105.00

Amend Sp
10/3/96

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 1501, 801 BRICKELL AVE.
MIAMI, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

HERZFELD & RUBIN
1825 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA

HERZFELD & RUBIN
SUITE 400
1901 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 901, 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

DECICCO, HERZFELD & RUBIN
SUITE 807
20 N. ORANGE AVENUE
ORLANDO, FLORIDA

BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711, 233 E. BAY STREET
JACKSONVILLE, FLORIDA

HAMILON, LAVIGNE, TOPCHIK,
HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

SHERYL G. KLEIN, LEGAL ASSISTANT
KOEPPEL, GOTTLIEB, MESCHES, ET AL
SUITE 260, 222 LAKEVIEW AVE.
WEST PALM BEACH, FL 33401-6146

SUBJECT: NLS ACQUISITIONS, L.C.
Ref. Number: L96000000887

We have received your document for NLS ACQUISITIONS, L.C. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please indicate in the document the date of the filing of the Articles of Organization.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 796A00044548

AMENDMENT TO THE ARTICLES
OF ORGANIZATION OF
NLS ACQUISITIONS, L.C.

FILED
DIVISION OF CORPORATIONS
96 OCT -3 AM 11:20

We, the undersigned, who are the members of NLS ACQUISITIONS, L.C., a limited liability company organized and existing under the laws of the State of Florida, do hereby certify that, pursuant to its operating agreement, the members of the company have agreed that Exhibit "A" to the Articles of Organization referred to in ARTICLE V shall be and hereby is amended to read as attached hereto.

The remaining articles of the Articles of Organization of the company are affirmed as previously in existence.

The Articles of Organization were filed on August 20, 1996 under document number L96000000887.


NED L. SIEGEL, Managing Member


STEPHANIE SIEGEL, Member

Dated: September 16, 1996

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by NED L. SIEGEL and STEPHANIE SIEGEL, as Members of NLS ACQUISITIONS, L.C., this September 16, 1996.


Notary Public Lynne A. Fichter
(Print Name)

Personally Known X OR Produced Identification N/A

Type of Identification Produced _____

C:\SGSIAMEND.LLC



LYNNE A. FICHTER
My Comm. Exp. 3/23/00
Bonded By Service Ins
No. CC531756

[X] Personally Known [] Other I.D.

EXHIBIT "A"

Ned L. Siegel

\$396.00

Stephanie Siegel

4.00