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Reply To:
Allen M. Levine, Esq.
Direct Line
(954) 985-4141

September 26, 1996

**Secretary of State
P.O. Box 6327
Tallahassee, FL 32314**

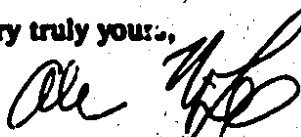
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Re: Bennett & Gruda, L.L.C.

Dear Madam/Sir:

Enclosed is the original and one copy of the Articles of Organization of Bennett & Gruda, L.L.C., along with the Affidavit Pursuant to Section 608.407(2). Also enclosed is a check in the amount of \$337.50 which represents filing fee and the fee for a certified copy. Please return the certified copy to Bennett & Gruda, L.L.C. in the self-addressed stamped envelope provided herein.

Very truly yours,



**ALLEN M. LEVINE
For the Firm**

**AML/ds
Enclosures
cc: Bennett & Gruda, L.L.C.**

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D. BROWN OCT - 4 1996

This Instrument Was Prepared By:
Allen M. Levine, Esq. (FBN 315418)
Becker & Pollakoff, P.A.
3111 Stirling Road
Fort Lauderdale, FL 33312-6525

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**ARTICLES OF ORGANIZATION
OF
BENNETT & GRUDA, L.L.C.**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this Limited Liability Company is BENNETT & GRUDA, L.L.C.

ARTICLE II - DURATION

The period of duration for this Limited Liability Company is forty (40) years, and this Limited Liability Company shall be deemed to have been created on June 1, 1996.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of rendering professional accounting services and related services and transacting any and all lawful business permitted for such Limited Liability Company under Chapters 608 and 621 of the Florida Statutes.

ARTICLE IV - MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE

The mailing and street address of the principal office is:

13899 Biscayne Boulevard, Suite 106
North Miami Beach, Florida 33181

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent is:

SCOT A. BENNETT
13899 Biscayne Boulevard, Suite 106
North Miami Beach, Florida 33181

ARTICLE VI - ADDITIONAL MEMBERS

By the written consent of a majority of the members, additional members may be admitted upon the terms and conditions agreed to by a majority of the members.

ARTICLE VII - TERMINATION

This Limited Liability Company shall terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of fifty (50%) percent of the members.

ARTICLE VIII - MANAGEMENT

The management of this Limited Liability Company is reserved to the members whose names and addresses are:

SCOT A. BENNETT, CPA, P.A.
13899 Biscayne Boulevard, Suite 106
North Miami Beach, Florida 33181

LESTER A. GRUDA, P.A.
13899 Biscayne Boulevard, Suite 106
North Miami Beach, Florida 33181

IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company, and any such amendment requires the unanimous written consent of all of the Members of the Company.

SCOT A. BENNETT, CPA, P.A.
Member

By *Scot A. Bennett*
SCOT A. BENNETT, President

LESTER A. GRUDA, P.A.
Member

By *Lester A. Gruda*
LESTER A. GRUDA, President

SWORN AND SUBSCRIBED before me this 12 day of September, 1996, by
LESTER A. GRUDA.

My Commission Expires:

Ruth P. Fitzgerald
NOTARY PUBLIC, STATE OF FLORIDA

Ruth P. Fitzgerald
Printed Name of Notary Public



RUTH P. FITZGERALD
COMMISSION # CC 805128
EXPIRES NOV 18, 1998
ISSUED THRU
ATLANTIC SURETY CO., INC.

**AFFIDAVIT PURSUANT TO SECTION 608.407(2), FLORIDA STATUTES
FOR BENNETT & GRUDA, L.L.C.**

STATE OF FLORIDA
COUNTY OF DADE

SCOT A. BENNETT personally appeared before me this 12 day of September, 1996, and having taken an oath, he stated that the information contained herein is true and correct. He is personally known to me or has produced as identification, and states as follows:

1. I am the President of SCOT A. BENNETT, CPA, P.A., which is a member of BENNETT & GRUDA, L.L.C., and I have personal knowledge of the facts set forth herein.

2. BENNETT & GRUDA, L.L.C. consists of the following two members:

SCOT A. BENNETT, CPA, P.A.
LESTER A. GRUDA, P.A.

3. The amount contributed by the Members is:

Cash:

SCOT A. BENNETT, CPA, P.A.	-	\$ 500.00
LESTER A. GRUDA, P.A.	-	\$ 500.00

Office Furniture and equipment:

SCOT A. BENNETT, CPA, P.A.	-	\$ 5,000.00
LESTER A. GRUDA, P.A.	-	\$ 5,000.00

Anticipated Contributions by Members:

SCOT A. BENNETT, CPA, P.A.	-	none
LESTER A. GRUDA, P.A.	-	none

SCOT A. BENNETT

SWORN TO AND SUBSCRIBED before me this 12 day of September, 1996, by SCOT A. BENNETT.

My Commission Expires:

Ruth P. Fitzgerald
NOTARY PUBLIC, STATE OF FLORIDA

Ruth P. Fitzgerald
Printed Name of Notary Public



RUTH P. FITZGERALD
COMMISSION # 005128
EXPIRES NOV 18, 1998
BONDED THRU
ATLANTIC SURETY CO., INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of BENNETT & GRUDA, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the Initial Registered Agent of BENNETT & GRUDA, L.L.C.


SCOT A. BENNETT

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