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LAW OFFICES

**BECKER & POLIAKOFF, P.A.**

FILED  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
96 OCT -1 AM 10:17

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Reply To:  
Allen M. Levine, Esq.  
Direct Line  
(305) 928-4141

**September 26, 1996**

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-10/01/96-01U. 007  
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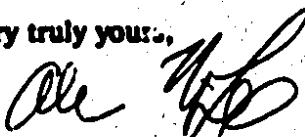
**Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314**

**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 your 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 315419)  
Becker & Pollakoff, P.A.  
3111 Stirling Road  
Fort Lauderdale, FL 33312-6525

SECRETARIAL OF STATE'S  
DIVISION OF CORPORATIONS  
96 OCT -1 AM 10: 17

**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 808 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 808 and 821 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

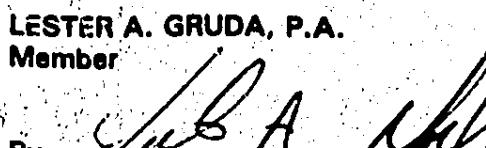
## IX - AMENDMENTS

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, President

LESTER A. GRUDA, P.A.  
Member

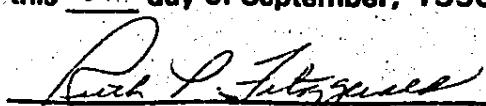
By   
LESTER A. GRUDA, President

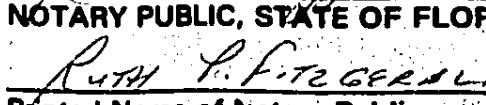
SWORN AND SUBSCRIBED before me this 12 day of September, 1996, by  
LESTER A. GRUDA.

My Commission Expires:



RUTH P. FITZGERALD  
COMMISSION # OC 505128  
EXPIRE NOV 19, 1998  
ISSUED THRU  
ATLANTIC NOTARIES CO., INC.

  
NOTARY PUBLIC, STATE OF FLORIDA

  
RUTH P. FITZGERALD  
Printed Name of Notary Public

**AFFIDAVIT PURSUANT TO SECTION 903.407(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, 1998, 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 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 |

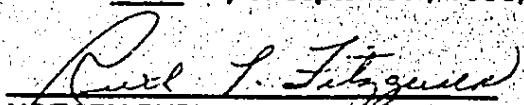
Anticipated Contributions by Members:

|                            |      |
|----------------------------|------|
| 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, 1998,  
by SCOT A. BENNETT.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA

  
Ruth S. FITZGERALD

Printed Name of Notary Public



RUTH S. FITZGERALD  
COMMISSION # C-3 003128  
EXPIRES NOV 18, 1998  
BONDED THRU  
ATLANTIC NOTARY 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**

98071-1-HB  
FILED STATE OF COLORADO  
SECRETARY OF STATE  
JULY 1 1998