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OF COUNSEL

December 2, 1996

L96000001273

State of Florida
Division of Corporations
P.O. Box 6300
Tallahassee, FL 32314

ENCLOSURE 19-1815-1113
12/04/96 09:10:00
*** 12/04/96 *** 09:10:00

RE: Jesseric Holdings, L.L.C.
Our File No.: 4327.007

Dear Sir or Madam:

Enclosed herewith please find two (2) originals of the following items:

1. Affidavit of Membership and Contribution of Limited Liability Company; and
2. Articles of Organization of Jesseric Holdings/Florida, L.L.C.

A check in the amount of \$337.50 is also enclosed herewith in full payment of your filing fee, registered agent fee and contribution.

Please date stamp one of the originals and return the same to the undersigned for filing within the Corporate Minute Book.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.

Jayne Register Barkdull

JRB/caf

enc:

cc: Mr. Zave Aberman (w/o enclosures)

FILED
96 DEC -4 AM 9:10
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
JESSERIC HOLDINGS/FLORIDA, L.L.C.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC -4 AM 9:10

THESE ARTICLES OF ORGANIZATION are made for the purpose of organizing a Florida Limited Liability Company, under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this Limited Liability Company is Jesseric Holdings/Florida, L.L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441 unless continued by the unanimous consent of all of the remaining Members.

3. Mailing Address and Street Address. The Company's mailing address is 23123 State Road 7, Suite 201, Boca Raton, Florida 33328. The Company's street address is 23123 State Road 7, Suite 201, Boca Raton, Florida 33328.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Zave Aberman; the street address of the initial registered agent of the Company is 23123 State Road 7, Suite 201, Boca Raton, Florida 33328.

5. Additional Members. Additional Members to the Company may be admitted, but only if all the current Members agree to the admission of the additional Members and to the terms of admission.

6. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled, is dissolved, a petition for bankruptcy is filed, either voluntarily or involuntarily, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The management of the Limited Liability Company is reserved to the Members. The following persons will initially be the managing Members:

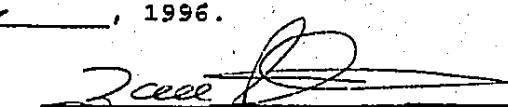
a. Zaveco Ltd., a Canadian corporation, whose address is 1255 St. Catherine's Street West #1604, Montreal, Quebec H3B343.

b. 2791391 Canada, Inc., a Canadian corporation, whose address is 1255 St. Catherine's Street West #1604, Montreal, Quebec H3B343.

8. Regulations. The Members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned has executed these Articles of Organization on this 26th day of November, 1996.


ZAVE ABERMAN, Authorized
representative of Member

NOV-26-1996 13:57

LEVY, KNEEN, MARIANI, et al

5614785811 P.05/06

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF
LIMITED LIABILITY COMPANY

STATE OF Florida)
COUNTY OF Palm Beach) ss:

BEFORE ME, the undersigned authority, personally appeared ZAVE ABERMAN, who, after being first duly sworn, deposes and says as follows

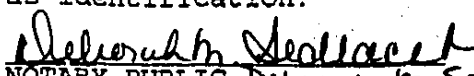
1. The undersigned is an authorized representative of a Member of Jesserie-Holdings, L.L.C. JESSERIC HOLDINGS/FLORIDA, L.L.C.
2. The above named Limited Liability Company has at least two Members.
3. The total amount of cash contributed by the Members is \$100,000.00.
4. There is no property other than cash being contributed by any Member.
5. The total amount of cash anticipated to be contributed by Members is \$1,000,000. This total includes amounts from Paragraph 3 above.

Further Affiant sayeth not.

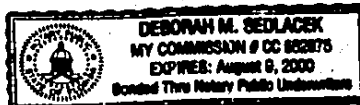
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


ZAVE ABERMAN

SWORN TO AND SUBSCRIBED before me this
26th day of November, 1996,
by ZAVE ABERMAN, who is personally
known to me or produced CANADIAN DRUG #A1659-070950
as identification.


NOTARY PUBLIC Deborah M. Sedlacek - Notary - State
My Commission Expires:
8/1/00.

JESSERIC HOLDINGS, L.L.C.



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96 DEC -11 AM 9:10
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 JESSERIC HOLDINGS/FLORIDA, L.L.C.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND REGISTERED OFFICE IS: 23123 STATE ROAD 7, SUITE #201, BOCA RATON, FLORIDA 33428.

Having been named as registered agent and 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, and I am familiar with and accept the obligations in my position as registered agent.


ZAVE ABERMAN

Date: November 26, 1996

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC -4 AM 9:10

FILED