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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 238836 9931A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 28, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 238836-005

CUSTOMER NO: 9931A

300002077563--8
-02/04/97--01174--024
****285.00 ****285.00

CUSTOMER: Carmen Dumas, Legal Assistant
LAWRENCE H. ROGOVIN, ESQ

Suite 125
1031 Ives Dairy Road
Miami, FL 33179

DOMESTIC FILING

NAME: BONNIELEN, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KC
1-29-97

FILED
97 JAN 28 AM 9:25
TALLAHASSEE, FLORIDA

FILED
95 JAN 28 PM 12:11
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BONNIELEN, L.C.

FILED
97 JAN 28 AM 9:25
SECRET
TALLAHASSEE, FLORIDA

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:

BONNIELEN, 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 terminate thirty (30) years from the date of such certificate.

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.

ARTICLE IV - ADDRESS

The address of the place of business of the limited liability company in the State of Florida is 2980 Jackson Avenue, Coconut Grove, Florida 33133 and the name and address of its initial Registered Agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33179-2538.

ARTICLE V - CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows:

Cash in the amount of	\$70,000.00
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ARTICLE VI - ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

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

ARTICLE VIII - 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 IX - MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

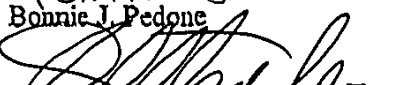
- (1) Bonnie J. Pedone, 2980 Jackson Avenue, Coconut Grove, FL 33133.
- (2) Leonard Rittenberg, 2980 Jackson Avenue, Coconut Grove, FL 33133.
- (3) Either member may act alone in managing and binding the limited liability company to all contracts.

ARTICLE X - 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 as of this 24 day of January, 1997.


Bonnie J. Pedone


Leonard Rittenberg

STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this 24th day of January, 1997 by BONNIE J. PEDONE and LEONARD RITTENBERG. They are personally known to me or have produced _____ as identification and did not take an oath.

(Type of ID)

WITNESS my hand and official seal in the State and County last aforesaid this 24th day of January, 1997.


NOTARY PUBLIC, State of Connecticut

Notary Public, Fairfield Co.

My Commission Expires March 31, 1998

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: January 27, 1997


LAWRENCE H. ROGOVIN, Esquire

FILED
97 JAN 28 AM 9:25
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
BONNIELEN, L.C.

STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

FILED
91 JAN 28 AM 9:25
TALLAHASSEE, FLORIDA
SECRET

BONNIE J. PEDONE and LEONARD RITTENBERG, being severally duly sworn, depose and say:

1. We are the sole members of BONNIELEN, L.C. and have personal knowledge of all facts set forth below.

2. The above named limited liability company has two members.

3. The total amount of cash contributed by the members is \$70,000.00. No property other than cash has been contributed by the members. Presently no additional amount is anticipated to be contributed by the members.

Bonnie J. Pedone
BONNIE J. PEDONE
Leonard Rittenberg
LEONARD RITTENBERG

STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this 24th day of January, 1997 by BONNIE J. PEDONE and LEONARD RITTENBERG. They are personally known to me or have produced _____ as identification and did not take an oath.

(Type of ID)

WITNESS my hand and official seal in the State and County last aforesaid this 24th day of January, 1997.

Henry Blodget
NOTARY PUBLIC-State of Connecticut
Print Name: _____

My commission expires:

HENRY BLODGET
Notary Public, Fairfield Co.
My Commission Expires March 31, 1998