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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: A & D DEVELOPERS, L.C.

AUDIT NUMBER.....H97000007172

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF ORGANIZATION
OF
A & D DEVELOPERS, L.C.

(2)

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ARTICLE I
Name Of Limited Liability Company

The name of the limited liability company shall be "A & D Developers, L.C.". All business of the Company shall be conducted and all Company property shall be held and titled under said name.

ARTICLE II
Principal Office

The mailing address and street address of the principal place of business of the Company shall be at 5324 NW 57th Way, Coral Springs, Florida 33067. The initial registered agent for service is Irving Jablon, at the same address.

ARTICLE III
Duration

The Company shall commence on the date of the filing of the articles of organization and shall continue until December 31, 2005, unless sooner terminated as provided in the Company regulations.

ARTICLE IV
Management

The management of the Company shall be vested in the members in proportion to their respective contributions to capital of the Company, as adjusted from time to time to reflect any additional contributions or withdrawals.

All members are entitled to voting rights in proportion to their relative capital accounts however, if the capital account of any member is negative or zero, each member shall be entitled to one vote.

No member, without the consent of the majority of votes, shall be empowered to bind the Company or its members.

Prepared By:
Jay D. Freedman, Esq.
3000 S. Ocean Blvd. Suite 1205
Boca Raton, FL 33432 (561) 393-8236
Fla. Bar. No. 964913

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The names of the members are:

Name:
O.T.B. Limited Partnership

Address:
6574 N. State Rd. 7 Suite 315
Cocomt Creek, Florida 33067

Irving Jablon

5324 NW 57th Way
Coral Springs, Florida 33067

ARTICLE V New Members

No member, without the prior written consent of all members, shall sell, assign, transfer, mortgage or pledge the members interest in the Company. The members reserve the right to admit new members provided

(a) All members have unanimously, voluntarily and without any outside influence, consented in writing to the admission of the new member;

(b) A fully executed and acknowledged instrument of assignment has been filed by the assignor with the Company, and the same sets forth the intention of the assignor that the assignee become a new member;

(c) The assignor and assignee execute and acknowledge such other instruments as may be necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of this Agreement and his execution, acknowledgment, and delivery of a Power of Attorney, the form and content of which shall be provided; and

(d) A reasonable transfer fee, not exceeding five hundred Dollars (\$500) has been paid by assignee to the Company.

No member has the right to substitute an assignee as a member in his place except with the consent of all members and in accordance with the terms and conditions of the Articles of Organization and Company regulations. The Company regulations include a right of first refusal if a member desires to assign or transfers any interest in the Company.

ARTICLE VI Continuation

The members reserve the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the

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occurrence of any other event which terminates the continued membership of a member in the limited liability company.

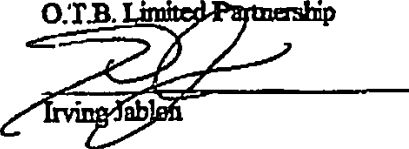
ARTICLE VII
Purpose

The purpose of the Company is to transact in any lawful business and/or investment in an effort to produce a return on the Company's property and the capital contributions of the members.

I hereby affirm, under penalties of perjury, that the information contained herein is true and correct.



David Lerner,
as President of F.S.A. Concepts, Inc.,
as the General Partner of
O.T.B. Limited Partnership


Irving Jablem

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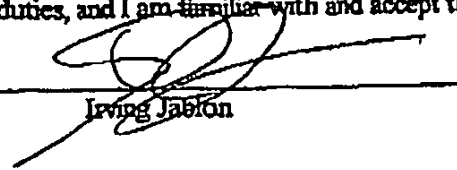
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 A & D Developers, L.C.
2. The name and address of the registered agent and office is:

Irving Jablon
5324 NW 57th Way
Coral Springs, Florida 33067

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 of my position as registered agent.


Irving Jablon

4-30-97
Date

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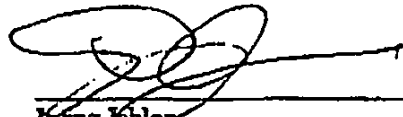
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of A & D Developers, 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 members is \$1000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is N/A. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$1,000. This includes amounts from 2 and 3 above.



Irving Jablon
Member A & D Developers, L.C.

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