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Local Office of
LARRY A. ROTHENBERG, P.A.

Boca Reflections - Suite 460
900 North Federal Highway
Boca Raton, Florida 33432

Telephone 561/394-0135

Facsimile 561/394-0571

June 2, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: VENTANA PARTNERS, L.C.
ARTICLES OF ORGANIZATION

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Organization of the above referenced limited liability company along with a check in the amount of \$337.50 as payment of the filing fee. The certified copy of the Articles of Organization should be returned to my office.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LARRY A. ROTHENBERG, P.A.


LARRY A. ROTHENBERG

LAR:lfj

Enclosures (as stated)

FILED
97 JUN -3 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
6/5/97

Larry Rothenberg gave
auth by phone to
add the street address
of the Managing member.

FILED

ARTICLES OF ORGANIZATION OF VENTANA PARTNERS, L.C.

97 JUN -3 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be VENTANA PARTNERS, L.C., and its principal place of business shall be 5701 North Pine Island Road, Suite 390, in the City of Tamarac, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its

business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability company for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

**ARTICLE III
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Twenty-five Thousand and 00/100 (\$25,000.00) cash shall be paid to the limited liability company by the two members in pro-rata shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE IV
PROFITS AND LOSSES**

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to its distributive share of the profits as follows:

Four Waves Enterprises, Inc.	90 Percent
Nanette, Inc.	10 Percent

The distributive share of the profits shall be determined and paid to the members on a pro-rata basis as they arise.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members according to their pro-rata interests.

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist until May 1, 2027, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 5701 North Pine Island Road, in the City of Tamarac, County of Broward, State of Florida.

**ARTICLE VIII
MANAGEMENT**

Management of this limited liability company is reserved to its member: FOUR WAVES ENTERPRISES, INC., a Florida corporation, "MANAGING MEMBER". The managing member shall have all rights of management including but not limited to the rights to execute any and all documents required by the company in order to conduct its business and/or accomplish its purposes and powers as defined herein. The street address of the Managing Member is 5701 North Pine Island Road, Tamarac, Florida 33321.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 900 North Federal Highway, Suite 460, City of Boca Raton, County of Palm Beach, State of Florida, and the name of its initial registered agent at such address is LARRY A. ROTHENBERG, P.A.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited

liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of VENTANA PARTNERS, L.C.

Executed by the undersigned at Boca Raton, Florida

June 2, 1997.

MANAGING MEMBER:

FOUR WAVES ENTERPRISES, INC., a
Florida corporation

BY: Robert Rickel, President

ROBERT RICKEL, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS.:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared ROBERT RICKEL as President of FOUR WAVES ENTERPRISES, INC., a Florida corporation, who is personally known to me, and known to me to be the person who executed and acknowledged the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, County of Palm Beach, State of Florida, this 2 day of June, 1997.

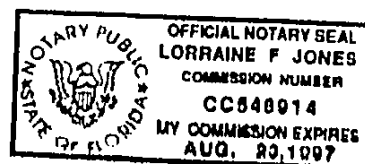
Lorraine F. Jones
NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE F. JONES

PRINTED OR TYPED NAME OF NOTARY

Personally known X

OR type of identification produced _____

MY COMMISSION EXPIRES:



AFFIDAVIT

FILED

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

97 JUN -3 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

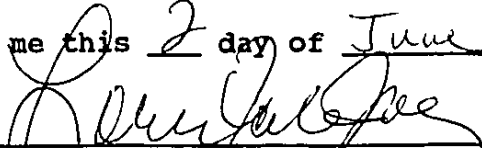
BEFORE ME, the undersigned authority, personally appeared
ROBERT RICKEL, President of FOUR WAVES ENTERPRISES, INC., a Florida
corporation, Managing Member and authorized representative of
VENTANA PARTNERS, L.C., who, after being first duly cautioned and
sworn, deposes and says:

1. The above named limited liability company has at least two
(2) members.
2. The total amount of cash contributed by the members is
TWENTY-FIVE THOUSAND and 00/100 DOLLARS (\$25,000.00).
3. There is no property other than cash being contributed by
members.
4. The total amount of cash or property anticipated to be
contributed is TWENTY-FIVE THOUSAND and 00/100 DOLLARS
(\$25,000.00). This amount includes amounts from numbers 2 and 3
above.




ROBERT RICKEL, Affiant

SWORN TO AND SUBSCRIBED before me this 2 day of June,
1997.

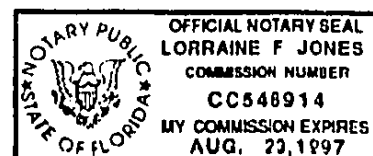


NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE F. JONES
TYPED OR STAMPED NAME OF NOTARY

Personally known 
OR type of identification produced _____

MY COMMISSION EXPIRES:

VENTANA\AFFIDAV2.LLC



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: VENTANA PARTNERS, L.C.
2. The name and address of the Registered Agent and Office is: LARRY A. ROTHENBERG, P.A., 900 North Federal Highway, Suite 460, Boca Raton, Florida 33432.

MANAGING MEMBER:
FOUR WAVES ENTERPRISES, INC., a
Florida corporation

BY: *Robert Rickel* President
ROBERT RICKEL, President

Date: 6/2/97

Having been named registered agent and to accept service of process for the above-stated Limited Liability Company at the place designated in this Certificate, LARRY A. ROTHENBERG, P.A. hereby accepts the appointment as Registered Agent and agrees to act in this capacity, and further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of such duties and is familiar with and accepts the obligations of its position as Registered Agent.

LARRY A. ROTHENBERG, P.A.

BY: *Larry A. Rothenberg*
LARRY A. ROTHENBERG

Date: 6/2/97

FILED
97 JUN -3 AM 11:33
CLERK OF THE STATE
TREASURER, FLORIDA