



THE UNITED STATES
CORPORATION
COMPANY

97000000735

ACCOUNT NO. : 072100000032

REFERENCE : 443253 4390271

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 337.50

ORDER DATE : June 26, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 443253-005

CUSTOMER NO: 4390271

400002223604--2

CUSTOMER: Jay R. Beskin, Esq
FROMBERG FROMBERG LEWIS &
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
Miami, FL 33180-1422

DOMESTIC FILING

NAME: VGC ENTERPRISES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 JUN 26 AM 11:28

RECEIVED

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JUN

26

1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: VGC ENTERPRISES, L.C.
Ref. Number: W97000014923

RESUBMIT
Please give original
submission date as file date

We have received your document for VGC ENTERPRISES, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The attached form must be completed in order to file the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00033878

57 JUL -7 1997
RECEIVED
CLERK OF THE COURT

**ARTICLES OF ORGANIZATION
OF
VGC ENTERPRISES, L.C.,
A Limited Liability Company**

5787 1000
JUN 05 09:51
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the limited liability company ("Company") is: VGC ENTERPRISES, L.C.

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

5800 Overseas Highway, Suite 35-111
Marathon, FL 33050

ARTICLE III

DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the Members, but shall not have a perpetual existence.

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Hillegonda Van Gogh. The address of Company's registered office in Florida is 5800 Overseas Highway, Suite 35-111, Marathon, Florida 33050.

ARTICLE V

PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as amended from time to time.

ARTICLE VI

MANAGEMENT

The Company is to be managed by Hillegonda Van Gogh and Bernice Goodman. to serve until the first annual meeting of the members. The initial managers are identified as follows:

Hillegonda Van Gogh, whose address is: 5800 Overseas Highway, Suite 35-111, Marathon, Florida 33050.

Bernice Goodman, whose address is: 5800 Overseas Highway, Suite 35-111, Marathon, Florida 33050.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of additional members is restricted. Refer to the Operating Agreement for the requirements for the admission of additional members.

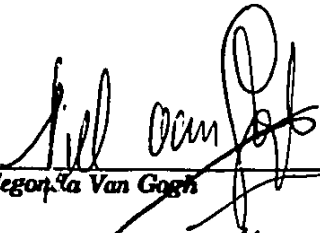
ARTICLE VIII

CONTRIBUTIONS

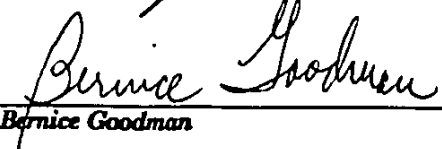
The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>NAME</u>	<u>CONTRIBUTION</u>
Hillegonda Van Gogh	\$340.00
Bernice Goodman	\$220.00
Creative Art Galleries International, Inc.	\$440.00

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 27th
day of June, 1997, at Miami, Florida.



Hillegonda Van Gogh



Bernice Goodman

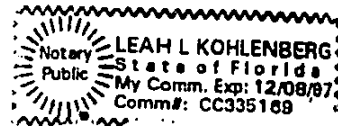
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day 24th of June, 1997, by Hillegonda Van Gogh, to me well known to be the person described in and who executed the foregoing Articles of Organization, and she acknowledged before me that she executed the same for the purposes therein expressed, who is personally known to me or has produced _____ as identification.


SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP COMMISSIONED NAME OF
NOTARY PUBLIC:
COMMISSION NUMBER:
COMMISSION EXPIRES:

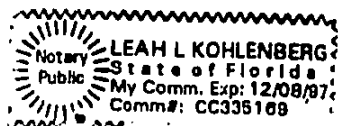
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this day 24th of June, 1997, by Bernice Goodman, to me well known to be the person described in and who executed the foregoing Articles of Organization, and she acknowledged before me that she executed the same for the purposes therein expressed, who is personally known to me or has produced _____ as identification.


SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP COMMISSIONED NAME OF
NOTARY PUBLIC:
COMMISSION NUMBER:
COMMISSION EXPIRES:




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ACCEPTANCE BY REGISTERED AGENT

The undersigned, HILLEGONDA VAN GOGH, whose address is 5800 Overseas Highway, Suite 35-111, Marathon, Florida 33050, hereby accepts the appointment as Registered Agent of VGC ENTERPRISES, L.C., which is contained in the foregoing Articles of Organization.

DATED this 24 day of June, 1997.


Hillegonda Van Gogh

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JUN 23 1997
HILLEGONDA VAN GOGH

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

VGC ENTERPRISES, 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 member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 5) the total amount of 2, 3, and 4 is \$ 1,000.00

Bernice Godwin

Signature of a member or authorized representative of a member.
(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.)

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-11-81 BY SP-1