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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: DIVERSIFIED BUSINESS SOLUTIONS, L.C.
AUDIT NUMBER.....H97000014350
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 5
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**ARTICLES OF ORGANIZATION FOR
DIVERSIFIED BUSINESS SOLUTIONS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
Name**

The name of the Limited Liability Company is: DIVERSIFIED BUSINESS SOLUTIONS, L.C.

**ARTICLE II
Address**

The mailing address and street address of the principal office of DIVERSIFIED BUSINESS SOLUTIONS, L.C. is

13615 S. Dixie Highway
Suite 551
Miami, Florida 33176-7254

**ARTICLE III
Duration**

DIVERSIFIED BUSINESS SOLUTIONS, L.C. shall be in existence until November 29, 2002, unless otherwise terminated by unanimous vote of its members or by operation of law.

**ARTICLE IV
Management**

DIVERSIFIED BUSINESS SOLUTIONS, L.C. is to be managed by the members and the name and address of the managing member is

BILL R. BASKIN
President and C.E.O.
13615 S. Dixie Highway
Suite 551
Miami, Florida 33176-7254

ANA MARIA CARNESOLTA, ESQ.
9485 S.W. 95th COURT
MIAMI, FL 33175
(305) 596-5018
FBN. 279201

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ARTICLE V
Admission of Additional Members

The right, if given, of the existing members to admit additional members and the terms and conditions of the admissions shall be by unanimous decisions of all the members.

ARTICLE VI
Members Rights to Continue Business

By unanimous vote of the remaining members of DIVERSIFIED BUSINESS SOLUTIONS, L.C. shall 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 limited liability company.


ARTICLE VII
Members


The following shall be the initial members of DIVERSIFIED BUSINESS SOLUTIONS, L.C.

D. STEVEN PARKER
Chairman
13615 S. Dixie Highway
Suite 551
Miami, Florida 33176-7254

BILL R. BASKIN
President and C.E.O.
13615 S. Dixie Highway
Suite 551
Miami, Florida 33176-7254

Dated this 18th day of August 1997.



Bill R. Baskin, President and C.E.O.


Ana-Maria Camesoñas, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DIVERSIFIED BUSINESS SOLUTIONS, 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 ONE HUNDRED (\$100) DOLLARS
- 3) if any, the agreed valued of property other than cash contributed by members is \$0
- 4) the total amount of cash or property anticipated to be contributed by members is ONE HUNDRED (\$100) DOLLARS. This total includes amounts from 2 and 3 above.

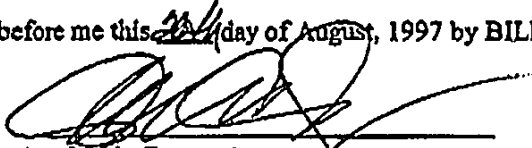
FURTHER YOUR AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts contained therein are true, to the best of my knowledge and belief.


 Bill R. Baskin, President and C.E.O.

SWORN TO AND SUBSCRIBED before me this 24th day of August, 1997 by BILL R. BASKIN, who is personally known to me.

My commission expires


 Ana-Maria Carnesoltas
 Notary Public, State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
 ANA-MARIA CARNESOLTAS
 COMMISSION # CC097378
 EXPIRES 7/22/2001
 BONDED THROUGH ASA 1-888-NOTARY1

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 NOTARY PUBLIC STATE OF FLORIDA

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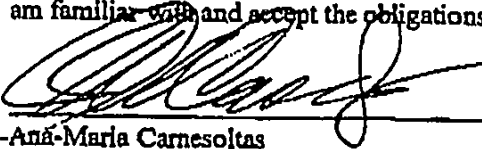
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 AND
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is DIVERSIFIED BUSINESS SOLUTIONS, L.C.
2. The name and address of the registered agent and office is:

Ana-Maria Carnesoltas
Ana-Maria Carnesoltas, P.A.
9425 S.W. 95th Court
Miami, Florida 33176

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



Ana-Maria Carnesoltas

8/20/97
Date

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CORPORATION SERVICES

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