



THE UNITED STATES
CORPORATION
COMPANY

L9 7000001101

ACCOUNT NO. : 072100000032

REFERENCE : 551550 8690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 2, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 551550-005

CUSTOMER NO: 8690A

CUSTOMER: Gary Korn, Esq
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

000002313570--0

-10/07/97--01023--015

*****285.00 *****285.00

000002313570--0

-10/07/97--01023--016

*****52.50 *****52.50

DOMESTIC FILING

NAME: DISOUTH DEVELOPMENT L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT -2 PM 2:52

A. TAX _____
FILING 285.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 372.50
N. BARR _____
BALANCE DUE _____
RECEIVED _____

10/2/97
JN
10/2/97

**ARTICLES OF ORGANIZATION
OF
DISOUTH DEVELOPMENT L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 OCT -2 PM 2:53

The undersigned initial member of DISOUTH DEVELOPMENT L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: DISOUTH DEVELOPMENT L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

307 South 21st Avenue
Hollywood, Florida 33020

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

307 South 21st Avenue
Hollywood, Florida 33020

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

GARY A. KORN, ESQ.
BEDZOW, KORN, BROWN, WOLFE & LIPTON, P.A.
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180
(305) 935-6888

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 OCT - 2 PM 2:53

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations adopted by the Company and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon 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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers of the Company are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successors are elected and qualify.

Initial Manager: HARVEY BIRDMAN
Address: 307 South 21st Avenue
Hollywood, Florida 33020

Initial Manager: HERBERT HIRSCH
Address: 307 South 21st Avenue
Hollywood, Florida 33020

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 PM 2:53

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

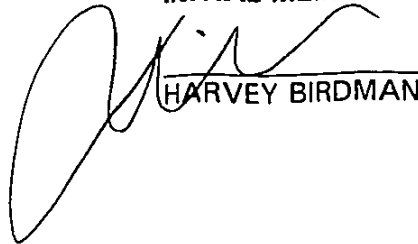
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 29th day of September, 1997.

INITIAL MEMBER:


HARVEY BIRDMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 PM 2:53

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as the initial member of DISOUTH DEVELOPMENT L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by the members is as follows:

\$10.00

3. The agreed value of property, other than cash, contributed by the members is \$0.00.

4. The total amount of cash or other property anticipated to be contributed by the members is \$500.00 (this includes the amounts from Paragraphs 2 and 3 of this Affidavit).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: September 29, 1997

INITIAL MEMBER:

HARVEY BIRDMAN

STATE OF FLORIDA)

COUNTY OF DADE)

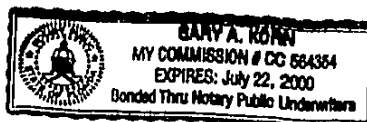
SS:

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 29th day of September, 1997 by HARVEY BIRDMAN, who is personally known to me and who did take an oath.

My Commission Expires:

Notary Public, State of Florida

Print Name: _____



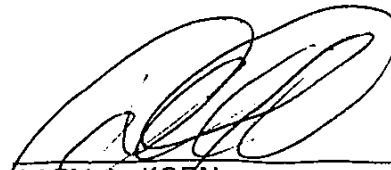
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the
Florida Limited Liability Company Act:

Having been appointed registered agent of DISOUTH
DEVELOPMENT L.C. in its Articles of Organization, at the
place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and
affirms that he is familiar with, and accepts, the obligations
of such position.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 PM 2:53

Dated: September 29, 1997


GARY A. KORN