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New York Office _____
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Member of U.S. Patent
and Trademark Bar
November 20, 1997

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Deluxe Distributors LLC

Att: Barbara Cox, Secretary Administrator

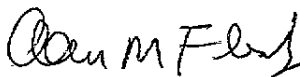
Dear Ms. Cox:

Enclosed are Articles of Organization to form a Deluxe Distributors limited liability company. I am also enclosing a certificate for a registered agent and the appropriate fees.

Since money has already been wired in to a New York bank which now needs to be wired to Florida, we must have access to this N.Y. account. Unfortunately, banks easily take money but don't release it as fast when there is a problem. The problem is that this entity is not yet official even though I managed to obtain a tax ID. number.

To avoid problems, I really need to have this filed today so that the time gap between the opening of the account and the tax ID number that I obtained today will be minimal. I thank you for your cooperation and assistance.

Very truly yours,


Aaron M. Feinberg

AMF:df
encl.

B. REGISTER NOV 21 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
DELUXE DISTRIBUTORS L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 608 of the Florida Statutes

ARTICLE I: NAME

The name of the limited liability company is Deluxe Distributors L.C.

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the limited liability company is 9836 Sandalfoot Blvd., Suite A, Boca Raton, Florida 33428.

ARTICLE III: DURATION

The period of duration for the limited liability company shall be until December 31, 2072.

ARTICLE IV: MANAGEMENT

The limited liability company is to be managed by its members. The name and address of each member is ALBR, Ltd., a corporation duly organized pursuant to the laws of Turks and Caicos, with an address at P.O. Box 65, Grand Tuck, Turks and Caicos, British West Indies and Osher Ehrentrau, residing at Rechov Minchas Yitzchok 11, Apt 10, Jerusalem, Israel.

ALBR, Ltd., a corporation duly organized pursuant to the laws of Turks and Caicos, with an address at P.O. Box 65, Grand Tuck, Turks and Caicos, British West Indies and Osher Ehrentrau, residing at Rechov Minchas Yitzchok 11, Apt 10, Jerusalem, Israel.

ARTICLE V: ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members by a vote of the majority of the members.

Article VI: MEMBERS' RIGHTS TO CONTINUE BUSINESS

The members of the limited liability company shall not have

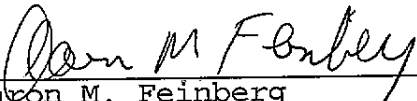
the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which would terminate a partnership under Florida partnership law.

ARTICLE VII: AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of Deluxe Distributors L.C. certifies that:

- (1) the above named limited liability has at least two members;
- (2) the total amount of cash contributed by the members is \$200,000;
- (3) no other property has been contributed by any member;
- (4) and the members do not anticipate contributing any additional cash or property.

(In accordance with section 608.408(3) of the Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Aaron M. Feinberg
Authorized representative

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608507, 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 Deluxe Distributors L.C.

2. The name and address of the registered agent and office is:

Jay Hodes

(Name)

76-04 Elmridge Dr.

(P.O. Box not acceptable)

Boca Raton, Florida 33433

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 acting 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.

Jay Hodes
(Signature)

November 20, 1997

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent