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**LAW OFFICES OF
DEAN R. HALPER, P.A.**

**15200 Jog Road Suite B-7
Delray Beach, FL 33484**

Dean R. Halper
Kenneth Kirschner*
(of Counsel)**

**Palm Beach (561)-498-5833
Broward (954)-428-6733
Facsimile (561)-498-7044**

Florida and New York
New York ***

March 26, 1998

Dept of State, Div Of Corporations
PO Box 6327
Tallahassee FL 32314

000002472220--9
-03/30/98-D1074-002
***337.50 ***337.50

Att: Limited Liability Company

Re: CATALINA SQUARE LC

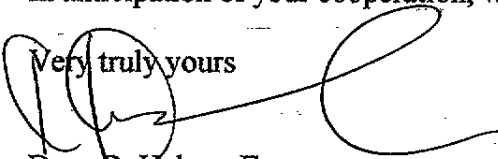
Gentlemen:

CM

Enclosed please find an original and one copy of the Articles of Organization for Florida Limited Liability Company: Catalina Square LC. and check to the order of Dept of State in the amount of \$337.50. This includes the filing fee for LC, Designation of Registered Agent and for Certified Copies. Please register the LC and return Certified Copies as requested.

In anticipation of your cooperation, we remain

Very truly yours



Dean R. Halper, Esq.
By Kenneth Kirschner, Legal Assistant

KK/sk

Encl.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY

AND
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ARTICLE I

The name of the Limited Liability Company is:

CATALINA SQUARE LC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

Catalina Square LC
% Dean R. Halper
15200 Jog Road B-7
Delray Beach, FL 33486

ARTICLE II

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the names(s) and address (es) of such manager(s) who is/are to serve as manager(s) is/are:

Jack Amoroso

5180 Nesting Way
Delray Beach, FL 33484

James Amoroso

120 Sumner Avenue
PO Box 155
Glenmore Plaza Hotel
Avalon, CA 90704

John W. Hoover

2423 Alhambra Circle
Coral Gables, FL 33134

ARTICLE V

Additional Members and Interests. The Managers are authorized to offer, sell or grant additional Limited Liability Company interests in the Company ("Additional Interests") to any Person in such amounts and on such terms as the Managers may determine. Each Person who

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TALLAHASSEE, FLORIDA

subscribes for or is otherwise granted any of the Additional Interests shall be admitted as an member of the Company (each, an "Additional Member" and collectively, the "Additional Members") at the time such person (i) executes this Agreement or a counterpart of this Agreement and (ii) is named as a Member on Schedule A hereto.

ARTICLE VI

The right if given, of the remaining members of the limited liability company 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 shall be:

The surviving Member(s) upon unanimous vote may continue the Company

The Company shall not be dissolved by the admission of Additional Members in accordance with the terms of this Agreement

ARTICLE VII

The date when the legal liability company existence shall commence is the date of the filing of these Articles.

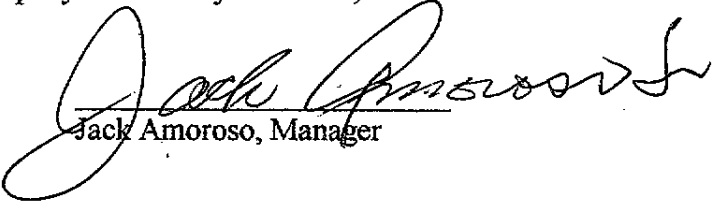
ARTICLE VIII

The undersigned member an authorized member of CATALINA SQUARE LC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$30,000.00
- 3) if any, the agreed value of property other than cash contributed members is \$ -0-
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$30,000.00

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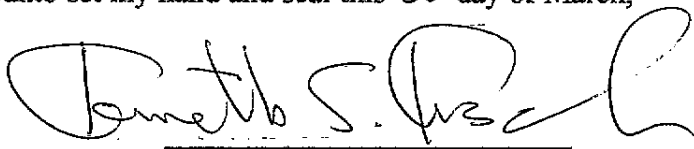
IN WITNESS WHEREOF, the undersigned Manager has executed these Articles Of
Organization for Florida Limited Liability Company this day of March, 1998


Jack Amoroso, Manager

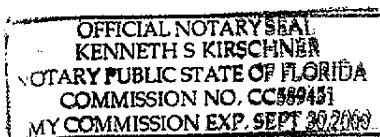
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ^{26th} day of March
1998, by Jack Amoroso, Manager, who is personally known to me, ~~or who produced~~
~~as identification.~~

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ^{26th} day of March,
1998.


NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:



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TALLAHASSEE, FLORIDA

**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 SUBMITTS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CATALINA SQUARE LC

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

Dean R. Halper, Esq.
name

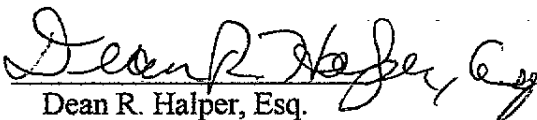
15200 Jog Road B-7
address

Delray Beach Fl. 33486
City/State/Zip

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TALLAHASSEE, FLORIDA

FILED

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.


Dean R. Halper, Esq.

Dated: March 26, 1998