

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
 (850) 224-8870 • 1-800-322-8872 • Fax (850) 224-1212

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SHPI, L.C.

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(5)

BK

5/24/98

Signature _____

Requested by: C/ce

5.29 943

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

☒ L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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 98 MAY 29 AM 11:28

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**ARTICLES OF ORGANIZATION
OF
SHPI, L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SHPI, L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1401 Brickell Avenue, Suite 630, Miami, FL 33131.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Miami Center Registered Agents, 201 South Biscayne Boulevard, 17th Floor, Miami, Florida 33131.

ARTICLE V - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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ARTICLE VI - TERMINATION OF EXISTENCE

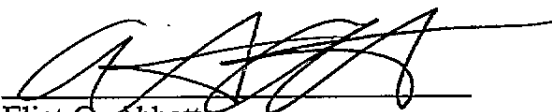
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:

<u>Name</u>	<u>Address</u>
Nathan Lewin	1401 Brickell Avenue Suite 630 Miami, FL 33131
Ira M. Levenshon	1401 Brickell Avenue Suite 630 Miami, FL 33131

IN WITNESS WHEREOF, the undersigned representative has made and subscribed these articles of organization at Miami, Florida, on this 28 day of May, 1998.


Eliot C. Abbott

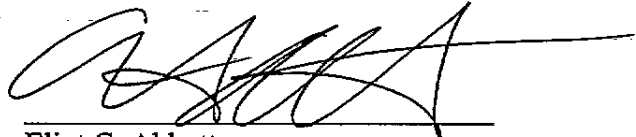
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SHPI, L.C.**

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The undersigned authorized representative of a member of SHPI, 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 \$1,000.00.
3. If any, the agreed value 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 \$1,000.00. This total includes amounts from 2 and 3 above.

Dated: May 28, 1998



Eliot C. Abbott

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28 day of May, 1998, by Eliot C. Abbot as representative of SHPI, L.C., who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.

Mario Chavarri

Notary Public, Commission No.

Name of Notary typed, printed or stamped



MARIE CHAVARRI
MY COMMISSION # CC433309 EXPIRES
April 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

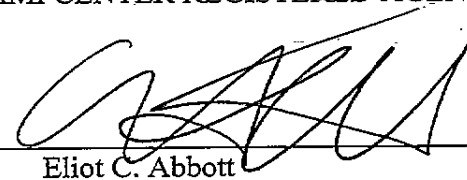
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SHPI, L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.

MIAMI CENTER REGISTERED AGENTS, INC.

By:


Eliot C. Abbott

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