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TO: DIVISION OF CORPORATIONS

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FROM: SIMON & SIMON P.A.

ACCT#: 072720000232

CONTACT: GARY SIMON

PHONE: (305)670-6750

FAX #: (305)670-6776

NAME: 53RD STREET INVESTMENT, LLC

AUDIT NUMBER.....H98000012555

DOC TYPE.....LIMITED LIABILITY COMPANY

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CERT. COPIES.....1 DEL.METHOD.. FAX

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ARTICLES of ORGANIZATION
of
53RD STREET INVESTMENT, LLC

The undersigned certify that they have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be 53rd Street Investment, LLC, and its principal office and mailing address shall be located at 7225 N.W. 25th Street, Miami, Florida 33122 in the City of Miami, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

ARTICLE II
DURATION

This existence of the limited liability company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations and Operating Agreement adopted by the Members.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 9100 So. Dadeland Blvd., Suite 504, City of Miami, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is Gary P. Simon.

ARTICLE IV
PURPOSES AND POWERS

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- .. 1. To engage in any activity or business authorized under the Florida Statutes.
- .. 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- .. 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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.. 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

.. 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

.. 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

D. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the manager(s) appointed by the Members of this limited liability company. This article may be amended from time to time as provided for in the Regulations and Operating Agreement of the limited liability company by a seventy (70%) percent vote of the Members of the limited liability company.

ARTICLE V
MANAGEMENT

This limited liability company shall be managed by (1) Manager unless the number is increased by the Members as provided in the Regulations and Operating Agreement. The name and address of the person who shall serve until the first annual meeting of Members or until his successor is elected and qualified is or are) as follows:

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Names
M.A. Grondin

Addresses
7225 N.W. 25th Street, Suite 110
Miami, Florida 33122

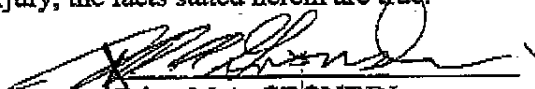
**ARTICLE VI
MEMBERSHIP RESTRICTIONS**

A. Members shall have the right to admit new Members as set forth in the Regulations and Operating Agreement. Contributions required of new Members shall be determined as of the time of admission to the limited liability company.

B. Except as provided in paragraph (C) below, a Member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of the Manager(s), if any, and if none, then with the consent of thirty per cent (30%) of the Members.

C. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business with the consent of thirty per cent (30%) of the remaining Members. On the death of a Member, such Member's interest may be dealt with and/or pass as provided in the Regulations and Operating Agreement.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of 53rd Street Investment LLC. Executed by the undersigned at 7227 N.W. 25th Street, Suite 110, Miami, Florida 33122 on July 1, 1998. Under penalties of perjury, the facts stated herein are true.


Print: M.A. GRONDIN

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June 29, 1998

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE


REGISTERED AGENT STATEMENT & ACCEPTANCE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida: The name of the limited liability company is 53rd Street Investment, LLC.

The name of the registered agent for 53rd Street Investment, LLC is Gary P. Simon and the street address of the company's registered office where the agent is located is 9100 So. Dadeland Blvd, Suite 504, Miami, FL 33156-7815.

This statement is to acknowledge that, as indicated above, 53rd Street Investment, LLC has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated July 1, 1998




Gary P. Simon

The foregoing instrument was acknowledged before me this 1st day of July, 1998 by Gary P. Simon.

Personally known to me _____
Produced Identification _____

Type of Identification _____

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June 29, 1998



NOTARY PUBLIC
Lisette G. Valdes
Printed Name
My Commission Expires:



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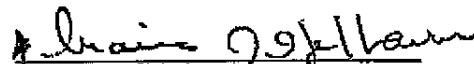
In compliance with FS §608.407(2), the undersigned member of 53rd Street Investment, LLC deposes and says:

1. The limited liability company identified above has at least one member.
2. The total amount of cash contributed by the members is \$240,000.
3. If any, the agreed value of property other than cash contributed by the members is \$NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$240,000. This total includes the amounts from paragraphs 2 and 3 above.

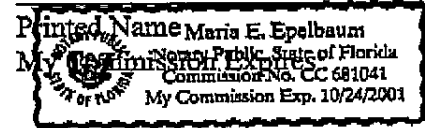

 M.A. GRONDIN

The foregoing instrument was acknowledged before me this 1st day of July, 1998 by M.A. Grondin on behalf of 53rd Street Investment, LLC a Florida limited liability company.

Personally known to me
Produced Identification


 NOTARY PUBLIC

Type of Identification _____



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