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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BEECHWOOD ENTERTAINMENT L.C.

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ARTICLES OF ORGANIZATION OF
BEECHWOOD ENTERTAINMENT L.C.

The undersigned hereby executes these Articles for the purpose of forming 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. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be BEECHWOOD ENTERTAINMENT L.C.

ARTICLE II

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Regulations of the Company.

This instrument prepared by:
Donald R. Tescher, Esq.
Florida Bar No. 121086
Tescher Chaves Rubin & Foxman, P.A.
9100 S. Dadeland Blvd., #1707
Miami, FL 33156 (305) 670-0444

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ARTICLE IV

PARTICIPATION

The participation ("Participation") of the initial members shall be as follows:

Member	Amount
BEECHWOOD PARTNERS, LTD. a Florida limited partnership	100%.

The Participation of the members may be changed by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Regulations.

ARTICLE V

REGULATIONS

At the first meeting of the members after the execution of these Amended and Restated Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

ARTICLE VI

DURATION AND DISSOLUTION

The Company shall continue until the first to occur of: (a) December 31, 2047, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

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ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 6801 East Cypresshead Drive, Parkland, Florida 33067.

ARTICLE VIII

MANAGEMENT AND MEMBERS

The Company shall be managed by the Members. Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Regulations.

The name and address of the sole present Member and managing Member is as follows:

BEECHWOOD PARTNERS, LTD.
6801 East Cypresshead Drive
Parkland, Florida 33067

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ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Company is Boca Corporate Center, 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431 and the name of its initial registered agent at such address is M & W AGENTS, INC.

ARTICLE X

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

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ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

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 Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Regulations. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

ARTICLE XII

AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

ARTICLE XIII

INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla.Stats. §608.4363.

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The undersigned, being the original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of BEECHWOOD ENTERTAINMENT L.C.


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Executed by the undersigned on 7/14, 1998.

BEECHWOOD PARTNERS, LTD., by its
general partner, SQUIRREL HILL
CORPORATION, a Florida corporation

By: 
DR. RICHARD TYSON, Pres.

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida

County of Dade ⁵⁵

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited 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 BEECHWOOD ENTERTAINMENT L.C.

The name of the registered agent for BEECHWOOD ENTERTAINMENT L.C. is M & W AGENTS, INC. and the street address of the company's principal office where the agent is located is Boca Corporate Center, 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

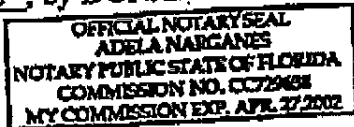
This statement is to acknowledge that, as indicated above, BEECHWOOD ENTERTAINMENT L.C. has appointed M & W AGENTS, INC., as its registered agent to accept service of process for the company at the place designated above in this certificate. M & W AGENTS, INC. accepts this appointment as registered agent and agrees to act in this capacity. M & W AGENTS, INC. further agrees to comply with the provisions of all statutes relating to the property and complete performance of my duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: July 14, 1998

M & W AGENTS, INC., a Florida corporation

By: [Signature]
DONALD TESCHER, Authorized Officer

The foregoing instrument was acknowledged before me this 14 day of July, 1998, by DONALD TESCHER.



[Signature]
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

Print, type or stamp name of Notary Public

Personally Known _____ or Produced Identification _____
Type of Identification Produced _____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida

County of Dade ⁵⁵

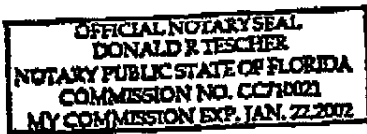
In compliance with Florida Statutes Section 608.407(2), the undersigned member of BEECHWOOD ENTERTAINMENT L.C. deposes and says:

1. The limited liability company identified above has one member.
2. The total amount of cash contributed by the members is \$ 10,000.
3. The agreed value of property other than cash contributed by the members is \$ 0.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 200,000. This total includes the amounts from 2 and 3 above.

BEECHWOOD PARTNERS, LTD., by its
general partner, SQUIRREL HILL
CORPORATION, a Florida corporation

By: [Signature]
DR. RICHARD TYSON, Pres.

The foregoing instrument was acknowledged before me this 14 day of July, 1998 by Dr. Richard Tyson, President of SQUIRREL HILL CORPORATION, general partner of BEECHWOOD PARTNERS, LTD., a member, on behalf of BEECHWOOD ENTERTAINMENT L.C., a limited liability company.



[Signature]
Signature - Notary Public - State of Florida

[Seal with Commission Expiration Date]

Print, type or stamp name of Notary Public

Personally Known yes or Produced Identification _____
Type of Identification Produced _____

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