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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: LIH REALTY L.C.

AUDIT NUMBER.....H98000014859

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: **LIH REALTY L.C.**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: **4200 N.W. 16th Street, Lauderhill, FL 33313**

ARTICLES III - DURATION:

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

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are: **Chaim Laufer, 4200 N.W. 16th Street, Lauderhill, FL 33313 and Seymour England, 4200 N.W., 16th Street, Lauderhill, FL 33313**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

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:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT OF THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: _____

_____ LIF REALTY L.C. _____

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _____

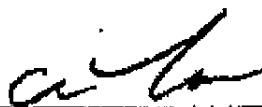
_____ Chaim Laufer _____
(NAME)

_____ 4200 N.W. 16th Street _____

(P.O. BOX or MAIL DROP BOX NOT ACCEPTABLE)

_____ Lauderhill, FL 33313 _____
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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.



(SIGNATURE)

August 10, 1998
(DATE)

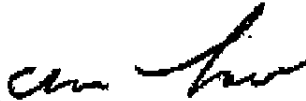
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of **LIH REALTY 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 \$ 1,250,000
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0
A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$ 1,250,000
This total includes amounts from 2 and 3 above.



SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER.
(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT
CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE
TRUE.)

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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