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LAW OFFICES
MONTELLLO & KINNEY, P.A.
777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

August 13, 1998

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Secretary of State
Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32314

Re: IDEAL CONDITIONS, L.L.C. (The "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Certificate of Organization along with a check in the amount of \$285.00 representing the filing fee.

If you have any questions, please call us.

Sincerely,

Maria A. Martinez
Maria A. Martinez

Enclosures

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DIVISION OF CORPORATIONS
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Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

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August 21, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Ms. Tammi Cline
Document Specialist

Re: Ideal Conditions, L.L.C. (Letter Number: 398A00042791)

Dear Ms. Cline:

Enclosed please find the revised Certificate of Organization that we are submitting for Ideal Conditions, L.L.C. When we originally submitted the Certificate for filing, we sent to you the check for \$285.00 representing the filing fee. Thank you for your attention to this matter.

If you should have any questions or need any additional information, please call me.

Sincerely,

Maria A. Martinez
Maria A. Martinez

Enclosure

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Document Examiner
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W. P. Verityer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1998

MARIA A. MARTINEZ
777 BRICKELL AVENUE, SUITE 1070
MIAMI, FL 33131

SUBJECT: IDEAL CONDITIONS, L.L.C.
Ref. Number: W98000018854

We have received your document for IDEAL CONDITIONS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00042791

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CERTIFICATE OF ORGANIZATION
OF
IDEAL CONDITIONS, L.L.C.

ARTICLE I

Name

The name of the limited liability company is IDEAL CONDITIONS, L.L.C. (hereinafter called the "Company").

ARTICLE II

Duration

The existence of the Company shall continue until 12:01 a.m. of the day that is the thirtieth anniversary of the date of filing of this Certificate of Organization, unless sooner dissolved according to law.

ARTICLE III

Principal Office

The mailing address and the street address of the principal office of the Company is 10646 Boca Woods Lane, Boca Raton, Florida 33428.

ARTICLE IV

Management

The Company is to be managed by the members and the name and address of the managing member is:

Irving Yacht
10646 Boca Woods Lane,
Boca Raton, Florida 33428

ARTICLE V

Initial Registered Office and Registered Agent

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Restrictions on Membership and
Right to Continue After Withdrawal of a Member

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. 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 except with the consent of the members owning a majority of the interests in the Company. Upon the death, retirement, resignation, expulsion,

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bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

ARTICLE VII

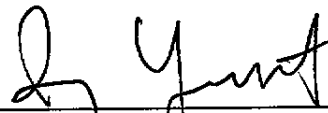
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the Certificate of Organization of Ideal Conditions, LLC.

Executed by the undersigned at Miami, Florida, this 31st day of July, 1998.

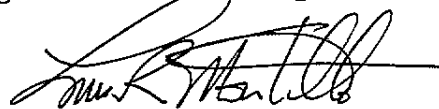
IDEAL CONDITIONS, LLC.


Irving Yacht,
Member

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Ideal Conditions, LLC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



Louis R. Montello,
Registered Agent

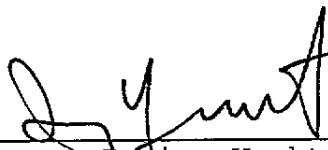
July 31, 1998

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
IDEAL CONDITIONS, L.L.C.**

The undersigned member, of IDEAL CONDITIONS, L.L.C. (the "Company"), deposes and says:

1. The Company has at least two members.
2. The total amount of cash to be contributed by the Company's members is \$100.00.
3. No property other than cash has been contributed by the Company's members.
4. The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

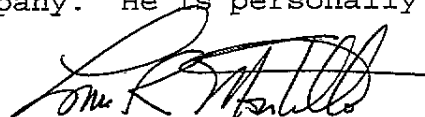


Irving Yacht,
Member

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31st day of July, 1998, by Irving Yacht, as member of Ideal Conditions, L.L.C., a Florida limited liability company. He is personally known to me.



Louis R. Montello