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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: 3510 HOLDINGS, L.C.

AUDIT NUMBER.....H98000015779

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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Norman Weider
AUTHORIZATION BY
CORRECT Affidavit
DATE 8-25-98
DOC. EXAM 11/6/8

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ARTICLES OF ORGANIZATION
OF
3510 HOLDINGS, L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: 3510 HOLDINGS, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:
4810 North Bay Road, Miami Beach, Florida 33140.

ARTICLE 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 following members and the names and addresses of such managing members are:

<u>Name</u>	<u>Address</u>
George Lindemann, Jr.	4810 North Bay Road Miami Beach, Florida 33140

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is August 21st, 1998.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 21st day of August, 1998.

Preparer:
Norman S. Weider, Esq.
100 SE 2nd St. #3950
Miami, FL 33131
(305) 371-6338 - FL BAR #150388



GEORGE LINDEMANN, JR.
Managing Member

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CHARTERED BY THE STATE OF FLORIDA 3510 Holdings, LLC

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO 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: **3510 HOLDINGS, L.C.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 SE 2nd Street
Suite 3950
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE 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
PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

[Signature]

NORMAN S. WEIDER, ESQ.

DATE: 8/21/98

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
 SS#
COUNTY OF DADE)

The undersigned Managing Member of 3510 HOLDINGS, L.C. deposes and says:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the Member is: One Hundred Dollars (\$100.00). It is anticipated that an additional Nine Hundred Dollars (\$900.00) in cash and other property shall be contributed by the Members. The total amount of the cash contributed and the cash and services to be contributed is \$1,000.00. *no property has been contributed.*


George Lindemann, Jr., Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 21 day of August, 1998, GEORGE LINDEMANN, JR., as a Managing Member of 3510 HOLDINGS, L.C. who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.


Notary Public,
State of Florida

Print Name: JUD LAIRD

My Commission Expires:



FRANCIS J. LAIRD
COMMISSION # CC 425837
EXPIRES DEC 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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