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ACCOUNT NO. : 072100000032

REFERENCE : 953681 9029A

AUTHORIZATION :

COST LIMIT : \$ PPD

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98 SEP -8 PM 1:09

ORDER DATE : September 8, 1998

ORDER TIME : 12:0 PM

ORDER NO. : 953681-005

CUSTOMER NO: 9029A

CUSTOMER: Steve Weinberg, Esq
FRANK EFFMAN WEINBERG & BLACK,
P.A.
Second Floor
8000 Peters Road
Plantation, FL 33324

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DOMESTIC FILING

NAME: FRANK, EFFMAN, WEINBERG &
BLACK, L.L.C.

EFFECTIVE DATE:

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-09/08/98-01079-008
****285.00 ****285.00

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

ML
9/8/98

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AUTHORIZATION TO USE NAME

FRANK, EFFMAN, WEINBERG & BLACK, P.A., a Florida Professional Association, by and through its President, NEIL G. FRANK, hereby desires to form a Limited Liability Company under the name of "FRANK, EFFMAN, WEINBERG & BLACK, L.L.C." and NEIL G. FRANK, as President, hereby authorizes the use of the name "FRANK, EFFMAN, WEINBERG & BLACK, L.L.C." which company shall consist of the same individuals as FRANK, EFFMAN, WEINBERG & BLACK, P.A.

DATED this 4th day of September, 1998

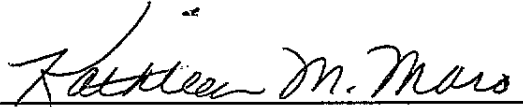
FRANK, EFFMAN, WEINBERG &
BLACK, P.A.

BY: 
NEIL G. FRANK, President

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing Authorization was acknowledged, subscribed and sworn to before me this 4th day of September, 1998 by NEIL G. FRANK as President of FRANK, EFFMAN, WEINBERG & BLACK, P.A. who is personally known to me.




Notary Public
KATHLEEN M. MORO

My Commission Expires:

Name of Notary Public

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ARTICLES OF ORGANIZATION

OF

FRANK, EFFMAN, WEINBERG & BLACK, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is: FRANK, EFFMAN, WEINBERG & BLACK, L.L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

THE LAW FIRM OF

FRANK • EFFMAN • WEINBERG • BLACK, P.A.

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ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is: 8000 Peters Road, Suite 200, Plantation, Florida 33324.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is: STEVEN A. WEINBERG, ESQ.. The street address of the initial registered office of the corporation in the State of Florida is 8000 Peters Road, Plantation, Florida 33324.

ARTICLE VI

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members.

ARTICLE VII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Death, insanity, bankruptcy, resignation, retirement or expulsion of any Member.
2. Dissolution of any Member who is an entity.
3. Majority Vote of the Members.

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4. When the Limited Company has fewer than two Members.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE VIII

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

NEIL G. FRANK	8000 Peters Road Plantation, Florida 33324
STEVEN W. EFFMAN	8000 Peters Road Plantation, Florida 33324
DAVID W. BLACK	8000 Peters Road Plantation, Florida 33324
STEVEN A. WEINBERG	8000 Peters Road Plantation, Florida 33324

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IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization effective this 4th day of September, 1998.

FRANK, EFFMAN, WEINBERG & BLACK,
L.L.C.

By: _____

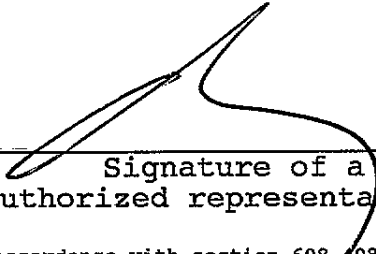
Its: Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FRANK, EFFMAN, WEINBERG & BLACK, L.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 member(s) is \$1,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ N/A. 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 member(s) is \$1,000.00. 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.)

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

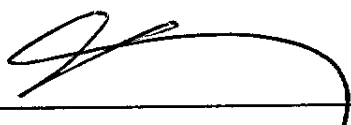
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is FRANK, EFFMAN, WEINBERG & BLACK, L.L.C.

2. The name and address of the registered agent and office is:

STEVEN A. WEINBERG, ESQ.
8000 Peters Road
Plantation, Florida 33324

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

9/4/98

(Date)