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FAX #: (850)922-4003

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: STOCKERIL, L.L.C

AUDIT NUMBER.....H98000017262

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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LP-CP Form No.

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

ARTICLE I

Name

The name of the Limited Liability Company is:

STOCKERL, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

14100 Biscayne Boulevard, Bay 7
North Miami, Florida 33181

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 members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
ARTHUR P. GIRARD	14100 Biscayne Blvd., Bay 7 N. Miami, Florida 33181
MICHAEL I. GIRARD	14100 Biscayne Blvd., Bay 7 N. Miami, Florida 33181

Ira R. Shapiro, Esquire
Fla. Bar No. 308943
16375 NR 18th Avenue, #225
North Miami Beach, FL 33162
(305) 944-3936

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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:

STOCKERL, L.L.C.

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

ARTHUR P. GIRARD
14100 Biscayne Blvd., Bay 7
N. Miami, FL 33181

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.

Executed this 15th day of September, 1998.


ARTHUR P. GIRARD

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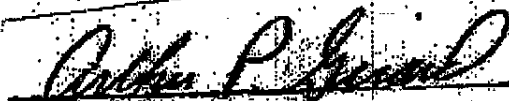
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of STOCKERL, 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 members is \$200,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$200,000.00. This total includes amounts from 2 and 3 above.

Under penalties of perjury I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

EXECUTED this 15th day of Sept., 1998.


ARTHUR P. GIRARD

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