

U98000000/901



ACCOUNT NO. : 072100000032

REFERENCE : 966604 6475A

AUTHORIZATION : *Patricia Pyjunt*
COST LIMIT : \$ 337.50

ORDER DATE : September 18, 1998

ORDER TIME : 11:40 AM

ORDER NO. : 966604-005

CUSTOMER NO: 6475A

CUSTOMER: Adele I. Stone, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street

Hollywood, FL 33020

700002643347--7

DOMESTIC FILING

NAME: KEITH & BALLBE' DESIGN GROUP,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name Availability	<i>MEH</i>
Document Examiner	<i>MEH</i>
Updater	<i>MEH</i>
Updater Verifier	<i>MEH</i>
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W. P	<i>MEH</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:16

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98 SEP 18 PM 12:11
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
KEITH & BALLBÉ DESIGN GROUP, L.C.

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: KEITH & BALLBÉ DESIGN GROUP, L.C. (the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address of the principal office of the Company is:

1700 N.W. 64th Street
Suite 300
Ft. Lauderdale, Florida 33309

ARTICLE III

DURATION

The period of the Company's duration shall be perpetual.

ARTICLE IV

NATURE OF BUSINESS

This Company may engage in any lawful business permitted under the laws of the United States and under the laws of the State of Florida.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

Adele I. Stone, Esquire
Atkinson, Diner, Stone & Mankuta, P.A.
1946 Tyler Street
Hollywood, Florida 33020

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ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time in the manner provided by the Regulations of the Company.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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 Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The name and address of the Managing Member is as follows:

Jonathan Keith
1700 N.W. 64th Street
Suite 300
Ft. Lauderdale, Florida 33309

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ARTICLE IX

REGULATIONS OF THE COMPANY

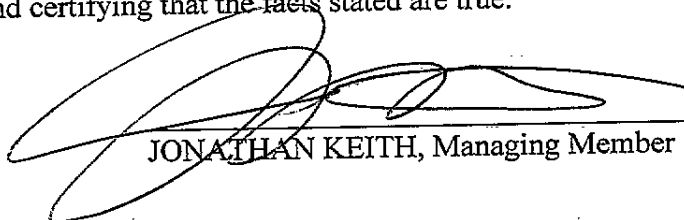
The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE X

COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

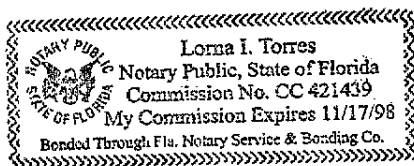
 (SEAL)
JONATHAN KEITH, Managing Member


STATE OF FLORIDA

COUNTY OF BROWARD

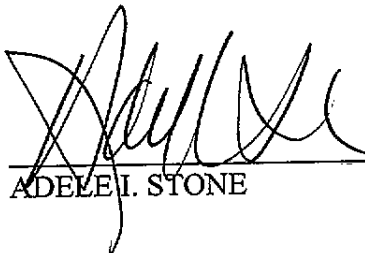
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 16th day of September, 1998, by JONATHAN KEITH, Managing Member of KEITH & BALLBE DESIGN GROUP, L.C., to me personally known X or produced identification _____. Type of identification produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 17




Name: Lorna I. Torres
Notary Public
My Commission Expires: 11/17/98
Commission No.: CC 421439

THE UNDERSIGNED hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.


ADELE I. STONE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as a member of KEITH & BALLBÉ DESIGN GROUP, L.C. (the "Company"), upon being duly sworn certifies the following:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of cash contributions to the Company made by members is as follows:

\$ 60,000.00

3. There is no property other than cash being contributed to the Company.
4. It is anticipated that the members will make additional cash contributions to the Company as follows:

\$ 100,000.00

FURTHER AFFIANT SAYETH NOT.

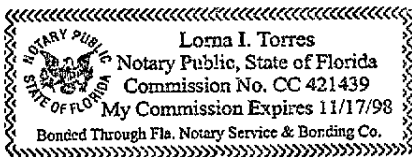
STATE OF FLORIDA

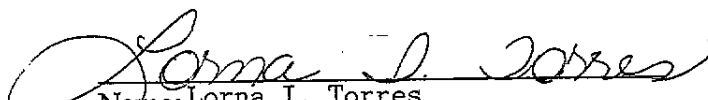
COUNTY OF BROWARD


JONATHAN KEITH

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DIVISION OF CORPORATIONS
98 SEP 18 PM 2:17

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 16th day of September, 1998, by JONATHAN KEITH, to me personally known X or produced identification _____. Type of identification produced _____.




Name: Lorna I. Torres
Notary Public
My Commission Expires: 11/17/98
Commission No.: CC 421439