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LAW OFFICES OF
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October 16, 1998

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

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The HS Group LC

SUBJECT:

(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$ 250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 52.50 Certified Copy

Please send one check for the total amount made payable to the Florida Department of State.

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98 OCT 19 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/22/98	FROM:	Dean R. Halper, Esq.
Availability	DCC		Name (Printed or typed)
Document			15200 Jog Rd. Suite A7
Examiner	DCC		Address
			Delray Beach, FL 33484
			City, State & Zip
			561-498-5833
			Daytime Telephone Number
W. P. Verifier	DCC		

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is:

The HS Group LC

ARTICLE II

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

4300 Gault Ocean Dr.
Ft. Lauderdale, FL 33308

ARTICLE II

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Herbert Saywitz
4300 Gault Ocean Dr.
Ft. Lauderdale, FL 33308

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

N/A

ARTICLE V

Additional Members and Interests: The right if given, of the members to admit additional members and the terms and conditions of the admission shall be:

The Manager(s) are authorized to offer, sell or grant additional Limited Liability Company interests in the Company ("Additional Interests") to any person in such amounts and on such terms as the Manager(s) may determine. Each person who

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TALLAHASSEE, FLORIDA

subscribes for or is otherwise granted any of the Additional Interest shall be admitted as a member of the Company (each an "Additional Member" and collectively, the "Additional Members") at the time such person (i) executes this Agreement or a counterpart of this Agreement and (ii) is named as Member on Schedule "A".

ARTICLE VI -Members Rights to Continue Business

The right if given, of the remaining members of the limited liability company to continue on 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 limited liability company shall be:

- 1) The surviving Member(s) upon unanimous vote may continue the Company
- 2) The Company shall not be dissolved by the admission of Additional Member(s) in accordance with the terms of this Agreement.

ARTICLE VII-Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of:

The HS Group LC

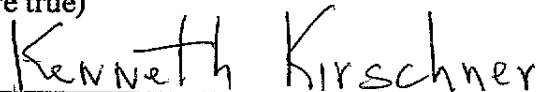
Certifies:

- 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
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0
(A description of the property is attached and made a part hereto; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000



Signature of a member or an 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)



Kenneth Kirschner

Typed or printed name of signed

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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: _____

The HS Group LC

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

Dean R. Halper

(NAME)

15200 Jog Rd. A-7

(P. O. Box NOT ACCEPTABLE)

Delray Beach, FL 33484

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

10/16/98
(DATE)