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ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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September 18, 1998

VIA UPS OVERNIGHT N209 5469 35 1

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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***337.50 ***337.50

Re: **Gulfstream Funding, L.C.**
Filing of Limited Liability Company
Our File No. 98-168

To whom it may concern:

Enclosed herewith you will find the Articles of Organization and Affidavit of Membership and Contributions with respect to the above referenced Limited Liability Company.

You will also find enclosed our firm's check in the amount of \$337.50 representing the following:

Filing Fees	\$250.00
Registered Agent Fees	35.00
Certified Copy	\$ 52.50
TOTAL	\$337.50

If you have any questions, please do not hesitate to call.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

Mark S. Mucci
For the Firm

MSM/sd

Enclosures
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L98-2399

Name	OK 10/26
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 22, 1998

MARK S. MUCCI
BENSON, MOYLE & MUCCI
ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FL 33394-1697

SUBJECT: GULFSTREAM FUNDING, L.C.
Ref. Number: W98000021687

We have received your document for GULFSTREAM FUNDING, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 598A00047814

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98 OCT 26 PM 2:36

BENSON, MOYLE & MUCCI
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October 23, 1998

VIA UPS OVERNIGHT N209 6467 59 5

Department of State
Division of Corporations
Attn.: Tammy Cline
409 E. Gaines Street
Tallahassee, FL 32399

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Re: **G.S. Funding, L.C.**
Filing of Limited Liability Company
Our File No. 98-168

To whom it may concern:

Enclosed herewith you will find the Articles of Organization and Affidavit of Membership and Contributions with respect to G.S. Funding Limited Liability Company. We originally attempted to create a limited liability company with the name Gulfstream Funding, L.C., but our filing was rejected.

Please note you retained our firm's check with respect to Gulfstream's filing in the amount of \$337.50 representing the following:

Filing Fees	\$250.00
Registered Agent Fees	35.00
Certified Copy	\$ <u>52.50</u>
TOTAL	\$<u>337.50</u>

Please apply those funds to G.S. Funding, L.C.'s filing. If you have any questions, please do not hesitate to call.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

Roy Harris Jr.
Roy Harris Jr.
Law Clerk to Mark S. Mucci, Esq.

RRH/rh
Enclosures
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BENSON, MOYLE & MUCCI

NATIONSBANK TOWER, ONE FINANCIAL PLAZA, SUITE 1600, FORT LAUDERDALE, FL 33394-1697
TEL. (954) 524-6800 MIAMI (305) 944-3311 PALM BEACH (561) 734-4655 FACSIMILE (954) 463-6963

**ARTICLES OF ORGANIZATION
FOR
G.S. FUNDING GROUP, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I
NAME

The name of this Limited Liability Company is G.S. Funding Group, L.C.

ARTICLE II
DURATION/CONTINUATION

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III
PURPOSE & POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Federal Law or the laws of the United States of America.

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ARTICLE III
ADDRESS

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

7171 N. Federal Hwy
Boca Raton, FL

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows:

Mark S. Mucci, Esq.
Benson, Moyle & Mucci
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS:
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business 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.

ARTICLE VII
INITIAL MANAGER

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The limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulation of the company. The name and address of the initial manager is ;

Donald I. Goldstein
One South Ocean Blvd. Suite 322
Boca Raton, FL 33432

ARTICLE VIII
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE X
INFORMAL ACTION OF MEMBERS

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Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

ARTICLE XI
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE XII
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;


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2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or

3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 23 day of October, 1998.


Donald Goldstein - Member

Mark S. Mucci, Esq.
Authorized Representative of Donald I.
Goldstein, Member.
Certificate of Designation of Registered
Agent/Registered Office

The name of the limited liability company is G.S. Funding Group, L.C.

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

Mark S. Mucci
Benson, Moyle & Mucci, LLP
One Financial Plaza
Suite 1600
Fort Lauderdale, FL 33394
Certificate of Designation of Registered Agent/Registered Office

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated:



Mark S. Mucci

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF BROWARD

The undersigned member or authorized representative of a member of G.S. Funding Group,
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 each member is as follows;
 - a. Lee Twyford - \$100.00
 - b. Jamie Goldstein - \$100.00
 - c. Donald I. Goldstein - \$100.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$300.00. This total includes amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

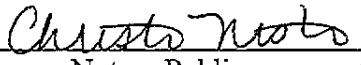


Mark S. Mucci, Esq., Authorized Rep.

The foregoing instrument was acknowledged before me this 23rd day of Oct., 1998.
by Mark Mucci who is known to me or who has produced N/A as identification
and who has taken an oath.

My commission expires:

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Notary Public

