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THEODORE DANIELS

November 2, 1998

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

Re: Organization of Goldcoast Beef II, LLC
(A Limited Liability Company)

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-11/03/98--01062--006
****346.25 ****346.25

Dear Sirs and Mesdames:

We enclose in duplicate, Articles of Organization to form the above Limited Liability Company, having attached the statutory affidavit.

We also enclose a letter signed by the principals of Goldcoast Beef, Inc., a Florida corporation, consenting to the organization of the Limited Liability Company.

A check in the sum of \$346.25 is attached. It is calculated as follows:

Filing fee	\$250.
Registered Agent	35.
Certified Copy	52.50
Ctf. of Status	8.75
Check Amount	\$346.25

Please return the Certified Copy and Certificate of Status via Federal Express,

Name for which we enclose a prepaid label.
Availability

Document Examination undersigned ~~object~~ If there is any problem with any part of the enclosed papers, kindly call the undersigned. Thank you. GAVE

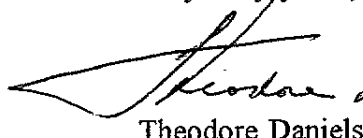
Updater

Updater
Verifier

Ackno-
9898

W. P. Verifier

Very truly yours,


Theodore Daniels

AUTHORIZATION BY PHONE TO

add Mr. name & address

DATE 11/5/98

THEODORE DANIELS

L98000002568

GOLDCOAST BEEF, INC.
5700 Lake Worth Road
Suite 209-9
Greenacres, Florida 334363

October 26, 1998

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

Re: Organization of Goldcoast Beef II, LLC

Dear Sirs and Mesdames:

There is presented to you for filing, Articles of Organization for Goldcoast Beef II, LLC, as a Limited Liability Company.

We hereby consent to the use of the name Goldcoast Beef II, LLC.

The shareholders of this corporation and the members of Goldcoast Beef II, LLC are the same, i.e., C.B. Turner and Joyce Turner.

Very truly yours,

Goldcoast Beef, Inc.

By: 
C.B. Turner, President

By: 
Joyce Turner, Secretary

Articles of Organization

- of -

GOLDCOAST BEEF II, LLC

Pursuant to Florida Statutes 608.407, et., seq.

1. The name of the Limited Liability Company is GOLDCOAST BEEF II, LLC.

2. The period of duration of the Limited Liability Company is fifty (50) years from the date of organization.

3. The mailing address of the principal office of the Limited Liability Company is :

5700 Lake Worth Road
Suite 209-9
Greenacres, Florida 33463

4. The street address of the principal office of the Limited Liability Company is:

5700 Lake Worth Road
Suite 209-9
Greenacres, Florida 33463

5. The name and street address of the Registered Agent for the Limited Liability Company is:

Theodore Daniels
11152 Boca Woods Lane
Boca Raton, Florida 33428

6. Additional members may be admitted to the Limited Liability Company upon the unanimous consent of the existing members.

7. The Limited Liability Company is granted the right to continue its existence and remain in formation in the event of the departure of any member.

8. The Limited Liability Company is to be managed by one or more managers.

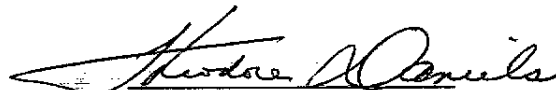
C B Turner
5700 Lake Worth Road
Greenacres, FL 33463

9. No specified members are to be liable in their capacity as members for any liability of the Limited Liability Company.


C.B. Turner, Organizer

State of Florida)
) ss.:
County of Palm Beach)

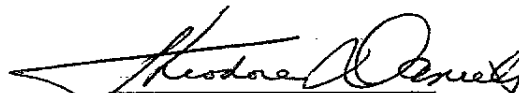
On this 26 day of October, 1998, before me, a Notary Public of the state of Florida, appeared C.B. TURNER, personally known to me or who produced a Florida driver's license as identification and he duly declared to me that he executed the same.


Notary Public



THEODORE DANIELS
My Commission CC513300
Expires Nov. 30, 1999

Having been named as registered agent and to accept service for the above stated Limited Liability Company at the place designated in these Articles of Organization, 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.


Theodore Daniels


Dated: October 26, 1998

AFFIDAVIT

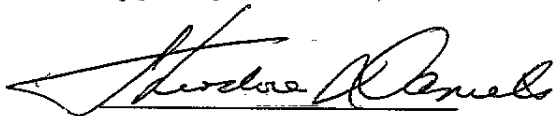
State of Florida)
) ss.:
County of Palm Beach)

C.B. TURNER, being duly sworn, deposes and says:

- Company.
1. I am the Organizer of Goldcoast Beef II, LLC, as a Limited Liability
 2. Said Limited Liability Company has at least one member, i.e., C.B. Turner.
 3. The amount of cash capital contributions is: \$150,000.
 4. The amount of non-cash capital contributions is: none.
 5. The amount of any anticipated future contributions is: \$25,000.
 6. I make this affidavit pursuant to Florida Statutes 608.407(2).


C.B. Turner

Sworn to before me this
26 day of October, 1998.


Notary Public



THEODORE DANIELS
My Commission CC513300
Expires Nov. 30, 1999