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CAROLYN NEWMAN

JOHN F. EVANS
(1941-1988)
*NOT ADMITTED
IN FLORIDA

November 3, 1998

Sent Via Federal Express

Department of State
Secretary of State
409 Gaines Street
Tallahassee, FL 32399
Attn: Division of Corporations

Re: VIP Resources, LLC

Dear Reader:

Enclosed is the original Articles of Organization for the captioned corporation for filing within the state records.

Also enclosed is our firm's check in the amount of \$346.25 payable to the Secretary of State covering the requisite filing fee and certificate of status request fee.

Accordingly, please file the enclosed Articles of Organization and provide us with a stamped copy of same in addition to the requested Certificate of Status. Also enclosed is a self-addressed, postage pre-paid envelope provided for your convenience in returning the requested documentation to the undersigned.

If you have any questions, please call me. Thank you in advance for your anticipated cooperation.

Sincerely,

Karen M. Roche
Karen M. Roche, Paralegal

Enclosures

MIAMI • FT. LAUDERDALE • TAMPA • WASHINGTON, D.C. • BALTIMORE • NEW YORK • VIRGINIA

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Verifier	OK 116
W. P. Verifier	OK 116

**ARTICLES OF ORGANIZATION
OF
VIP RESOURCES, LLC**

FILED
98 NOV -4 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is VIP RESOURCES, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 19910 N.W. 9th Drive, Pembroke Pines, Florida 33029.

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:

Brian O'Neal, Manager
1333 N.W. 121 Avenue
Plantation, Florida 33323

Patricia Hirsch, Manager
19910 N.W. 9th Drive
Pembroke Pines, Florida 33029

ARTICLE V - Admission of Additional Members

The remaining members may admit additional members upon the written consent of all such remaining members.

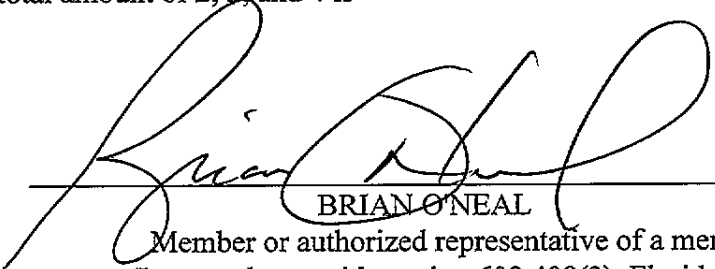
ARTICLE VI - Members Rights to Continue Business

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 if the remaining members unanimously consent to such continuation.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The Undersigned member or authorized representative of a member of VIP Resources, LLC, certifies:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is \$ 3,500.00
- 3) if any, the agreed value of property other than cash contributed by a member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
- 4) the amount of additional cash or property anticipated to be contributed by the member(s) is \$ 0.00
- 5) the total amount of 2, 3, and 4 is \$ 3,500.00


BRIAN O'NEAL

Member or 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.)

FILED
98 NOV -4 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

VIP Resources, LLC

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

MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD
SUITE 900
MIAMI, FLORIDA 33131

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 company 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.


MICHAEL STEVEN GREENE

October 28, 1998
(Date)

98 NOV -4 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED