



THE UNITED STATES
CORPORATION
COMPANY

L98000002681

ACCOUNT NO. : 072100000032

REFERENCE : 030487 7104837

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:03

ORDER DATE : November 12, 1998

ORDER TIME : 4:21 PM

ORDER NO. : 030487-005

CUSTOMER NO: 7104837

CUSTOMER: Ms. Rona Asman
TURNBERRY ASSOCIATES
TURNBERRY ASSOCIATES
4th Floor
19501 Biscayne Boulevard
Aventura, FL 33180

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DOMESTIC FILING

NAME: HACKLEY, BERNSTEIN AND
OSBERG-BRAUN, P.L.

(C)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

B/L

11/13/98

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ARTICLES OF ORGANIZATION

FOR

HACKLEY, BERNSTEIN AND OSBERG-BRAUN, P.L.

I.

NAME

The name of the limited liability company (the "Company") is

HACKLEY, BERNSTEIN AND OSBERG-BRAUN, P.L.

II.

DURATION

The Company shall commence its existence upon the filing of these Articles of Organization.

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The mailing and street address of the principal office of the Company in the State of Florida is 2875 N.E. 191st Street, Penthouse 1B, Aventura, Florida 33180.

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IV.

PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional legal services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation and Limited Liability Company Act, as it exists on the date here or as it may hereafter be amended.

V.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Roger A. Bernstein, 2875 N.E. 191st Street, Penthouse 1B, Aventura, Florida 33180.

VI.

ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

VII.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to 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 Company shall be as set forth in the Regulations of the Company.

VIII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Members, whose names and addresses are:

Roger A. Bernstein	2875 N.E. 191st Street Penthouse 1B Aventura, FL 33180
M. Keil Hackley	2875 N.E. 191st Street Penthouse 1B Aventura, FL 33180
Linda Osberg-Braun	2875 N.E. 191st Street Penthouse 1B Aventura, FL 33180

IV.

SUBSCRIBERS

The name and address of the persons executing these Articles of Organization as authorized representative of the Managing Members is Roger A. Bernstein, M. Keil Hackley and Linda Osberg-Braun, c/o 2875 N.E. 191st Street, Penthouse 1B, Aventura, Florida 33180.

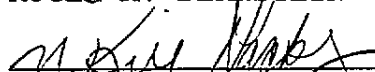
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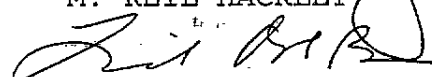
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Organization this 10th day of November, 1998.



ROGER A. BERNSTEIN



M. KELL HACKLEY



LINDA OSBERG-BRAUN

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF
THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY
ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE
OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS
CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS
DUTIES.

DATED THIS 10th DAY OF NOVEMBER, 1998.



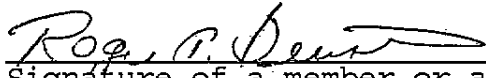
ROGER A. BERNSTEIN

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of HACKLEY, BERNSTEIN AND OSBERG-BRAUN,
P.L., deposes and say:

1. the above named limited liability company
has at least one member
2. the total amount of cash contributed by the
member(s) is \$60,000.00
3. if any, the agreed value of property other
than cash contributed by member(s) is _____
A description of the property is attached
and made a part hereto.
4. the amount of cash or property anticipated to
be contributed by member(s) is _____
5. the total amounts of 2, 3 and 4 is \$60,000.00



Signature of a member or authorized
representative of a member.

In accordance with a 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.