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LIMITED LIABILITY COMPANY

CIRCLE JR (I), LC

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FAX AUDIT NO. H98000021994

ARTICLES OF ORGANIZATION
OF
CIRCLE JR (I), LC

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The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization :

Article I
Name

The name of the limited liability company is CIRCLE JR (I), LC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is c/o Circle JR, Inc., 3300 NW 27th Avenue, Pompano Beach, Florida 33069.

THIS DOCUMENT PREPARED BY :

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel :(305) 376-6040

Florida Bar No. :0710430

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131-1897, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Capital

The capital of the Limited Liability Company is One Thousand Dollars (\$1,000.00), which shall be paid entirely in cash. There is no requirement or agreement for additional capital contributions.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

(a) Number. This company shall initially be managed by its sole member, whose name and address is Circle JR, Inc., a Florida corporation, located at 3300 NW 27th Avenue, Pompano Beach, Florida 33069.

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Article XI
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles the 24th day of November, 1998.



MARK J. SCHEER, Authorized Representative

STATE OF FLORIDA]
] ss. :
COUNTY OF MIAMI-DADE]

The foregoing instrument was acknowledged before me this 24th day of November, 1998 by MARK J. SCHEER, who has produced as identification _____ or is personally known to me.



Notary Public, State of Florida at Large

My Commission Expires :



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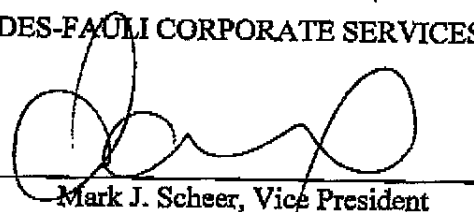
ACCEPTANCE BY REGISTERED AGENT

CIRCLE JR (I), LC, a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Section 608.407 of the Florida Statutes, with its registered office, as indicated in the Articles of Organization in the City of Miami, County of Miami-Dade, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131-1897, as its registered agent within the State.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES

By :


Mark J. Scheer, Vice President

Dated : November 24, 1998

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
 :SS
 COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared MARK J. SCHEER, ESQ. ("Affiant"), on behalf of the sole member of CIRCLE JR (I), LC., a limited liability company, who, deposes and states that :

1. CIRCLE JR (I), LC has at least one member.
2. The total initial capital contributions and anticipated capital of the initial member of CIRCLE JR (I), LC is One Thousand Dollars (\$1,000.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the member.

FURTHER AFFLIANT SAYETH NAUGHT.


 MARK J. SCHEER, ESQ.,
 Authorized Representative

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 SEAL
 STATE
 OF
 FLORIDA
 MIAMI-DADE

The foregoing instrument was acknowledged before me this 24 th day of Nov., 1998, by MARK J. SCHEER, ESQ., who is personally known to me or has produced _____ as identification.


 Notary Public, State of Florida at Large

My Commission Expires :

213860.2



ASTRID BUTTARI
 COMMISSION # CC 660883
 EXPIRES JUL 1, 2001
 BONDED THRU
 ATLANTIC BONDING CO., INC.