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98-Nov-30 12:41pm From-RUDEN MC CLOSKY

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FLORIDA DIVISION OF CORPORATIONS
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NAME: NORTH AMERICAN HOLDINGS AND INVESTMENT, L.L.
AUDIT NUMBER.....H98000022197
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**ARTICLES OF ORGANIZATION
OF
NORTH AMERICAN HOLDINGS AND INVESTMENT, L.L.C.,
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

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1. NAME. The name of the Limited Liability Company is North American Holdings and Investment, L.L.C. (the "Company").

2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.

3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 3221 N.W. 61st Street, Boca Raton, Florida 33496.

5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Gary Rack, 3221 N.W. 61st Street, Boca Raton, Florida 33496.

6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.

Prepared by: Denise J. Ganz, Esq., FL Bar # 0522848
Ruden, McClosky, et al, P.O. Box 1900
Ft. Lauderdale, FL 33301
Phone: 954-764-6660 Fax: 954-764-4996

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7. CONTINUITY OF BUSINESS. Upon 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, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of a majority in interest of the remaining members.

8. MANAGEMENT. The management of the Company shall be reserved to its members. The name and address of the sole managing member is:

MemberAddress

Gary Rack

3221 N.W. 61st Street
Boca Raton, Florida 33496

The undersigned has executed these Articles of Organization on the 27th day of November, 1998.

**NORTH AMERICAN HOLDINGS AND
INVESTMENT, L.L.C.**

By: 

Gary Rack, Sole Managing Member

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Prepared by: Denise J. Ganz, Esq., FL Bar # 0522848
Ruden, McClosky, et al, P.O. Box 1900
Ft Lauderdale, FL 33301
Phone: 954-764-6660 Fax: 954-764-4996

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of North American Holdings and Investment, L.L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$100.00.
3. No property other than cash is being contributed by the members.
4. Additional cash in the amount of approximately \$300,000 is anticipated to be contributed by the members.



Gary Rack, Sole Managing 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.)

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: North American Holdings and Investment, L.L.C.
2. The name and address of the registered agent and office is:

Gary Rack
3221 N.W. 61st Street
Boca Raton, Florida 33496

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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 its 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.



Gary Rack
Registered Agent

11/27/98
(Date)

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