

11/11/98

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT
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NAME: FNG REAL ESTATE, L.C.

AUDIT NUMBER.....H98000023190

DOC TYPE.....LIMITED LIABILITY COMPANY

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**ARTICLES OF ORGANIZATION
OF
FNG REAL ESTATE, L.C.**

The undersigned subscribers to these Articles of Limited Liability Company, being natural persons, competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be:
FNG REAL ESTATE, L.C.

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**ARTICLE II
PRINCIPAL OFFICE**

Principal Office and the Registered Agent's Office shall be located at 9400 SW 130th AVENUE, MIAMI, FLORIDA 33186 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

Prepared By: David A. Rosenblatt
Florida Bar No.: 253758
9190 Sunset Drive
Miami, Florida 33173
Telephone: (305) 595-3444

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**ARTICLE III
TERM**

This Limited Liability Company shall have perpetual existence.

ARTICLE IV

This Limited Liability Company will be managed by two members.

The list of names and addresses of the individuals who will serve as managers are:

<u>NAME</u>	<u>ADDRESS</u>
KEH, INC., a Florida corporation	9400 SW 130 th Avenue, Miami, Florida 33186
CCT, INC., a Florida corporation	9400 SW 130 th Avenue, Miami, Florida 33186

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IN WITNESS WHEREOF, we have hereunto set our hands and seals
at Miami, Dade County, Florida, this 11th day of December, 1998.

KEH, INC., a Florida
corporation, Managing Member


BY: JAMES W. HALL, President

CCT, INC., a Florida
corporation, Managing Member


BY: PAUL VISAGGIO, President


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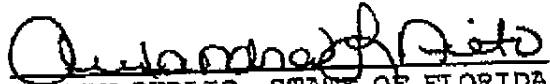
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STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JAMES W. HALL, as President of KEH, INC., a Florida corporation, Managing Member, and PAUL VISAGGIO, as President of CCT, INC., a Florida corporation, Managing Member, to me well known to be the individuals described in and who executed the foregoing Articles of Limited Liability Company of FNG REAL ESTATE, L.C., and they have acknowledged before me that they signed and executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 11th day of December, 1998.

 Alexandra L. Nieto
My Commission CC896083
Expires November 5, 2001


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

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**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

I, James W. Hall, hereby certify that I have accepted the designation as Registered Agent of FNG REAL ESTATE, L.C., and agrees to serve as its agent to accept service of process within the State at its Registered Office.


James W. Hall

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AFFIDAVIT

STATE OF FLORIDA)
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JAMES W. HALL, as President of KEH, INC., a Florida corporation and PAUL VISAGGIO, as President of CCT, INC., a Florida corporation, who having produced their Florida drivers licenses as identification and having taken an oath, depose and say:

1. The Limited Liability Company formed in the name of ENG REAL ESTATE, L.C., has at least two members.

2. The amount of cash contributed by the members as of formation is \$ 100.00 by each member.

3. The amount of cash or property anticipated to be contributed by the members is \$200.00.

4. The total amount of 2 and 3 is \$200.00 Dollars.

FURTHER AFFIANTS SAYETH NOT.

KEH, INC., a Florida corporation

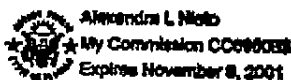
By: JAMES W. HALL, President

CCT, INC., a Florida corporation

By: PAUL VISAGGIO, President

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

SWORN TO AND SUBSCRIBED before me this 11th day of December, 1998.



Alexandra L. Noto
 Notary Public, State of Florida

My Commission Expires:

This Instrument Prepared By:

DAVID A. ROSENBLATT, ESQ.
 9190 Sunset Drive
 Miami, Florida 33173
 Tel. (305) 595-3444

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