

L98000003163

MARTIN SHAPIRO

ATTORNEY AT LAW

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140

TELEPHONE (305) 538-2344

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December 8, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

Re: Florida Leaseco, L.L.C.

700002708587--0
-12/10/98--01036--004
***337.50 ***337.50

Dear Sir or Madam:

Enclosed are duplicate originals of the Articles of Organization for Florida Leaseco, L.L.C., including the acceptance of the registered agent and the affidavit.

Also enclosed is a check for \$337.50 for the filing fee, designation of the registered agent, and a certified copy. Please return the certified copy to me.

Yours truly,

Martin Shapiro
Martin Shapiro

Name	12/14/98
Availability	dcc
Document Examiner	DCC
Verity	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
FLORIDA LEASECO, L.L.C.

ARTICLE I

Name

The name of the limited liability company ("Company") is Florida Leaseco, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Martin Reingold, whose address is 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE IV

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members or until his successor(s) is elected and qualifies. The initial manager is Martin Reingold, whose address is 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members.

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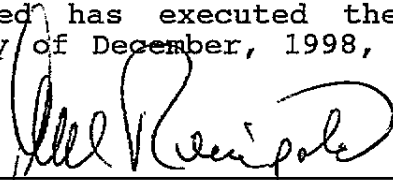
Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII

Continuation of the Business

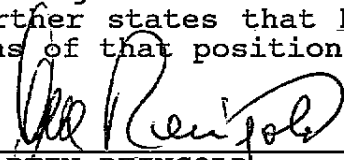
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company. The business may be continued only upon the written consent of a majority of the remaining members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 3 day of December, 1998, at Miami Beach, Florida.


MARTIN REINGOLD, in his capacity as a Member of Florida Leaseco, L.L.C.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the designation as resident agent of Florida Leaseco, L.L.C., and further states that he is familiar with, and accepts, the obligations of that position.


MARTIN REINGOLD

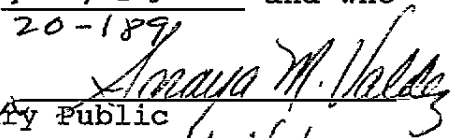
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3 day of December, 1998 by Martin Reingold, who presented as identification Florida Driver's license No. R524-560- and who did not take an oath.



Soraya M. Valdez
Commission # CC 753187
Expires June 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

SORAYA M. VALDEZ

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A F F I D A V I T

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

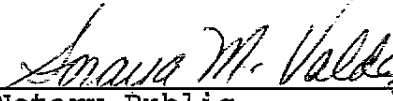
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgement, personally appeared MARTIN REINGOLD, who, after being first duly sworn, deposes and says:

1. That affiant is a member of the limited liability company named Florida Leaseco, L.L.C.
2. That Florida Leaseco, L.L.C. has at least one member.
3. That the amount of cash to be contributed by the members of Florida Leaseco, L.L.C. is \$100.00.
4. No property other than cash is being contributed by the members.


MARTIN REINGOLD

SWORN TO AND SUBSCRIBED before me this 3 day of December, 1998.

 Soraya M. Valdez
Commission # CC 753187
Expires June 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
SORAYA M. VALDEZ