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LIMITED LIABILITY COMPANY

ARCH CREEK WAREHOUSE, L.L.C.

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ARTICLES OF ORGANIZATION

OF

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A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

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ARTICLE I

NAME

The name of the Limited Liability Company is Arch Creek Warehouse Complex, L.L.C.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is 15499 W. Dixie Highway, North Miami Beach, FL 33162.

ARTICLE III

DURATION

The existence of the Limited Liability Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue for a period of thirty (30) years from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

Prepared by:

Michael Kurzman, Esq.
601 Brickell Key Drive
Suite 401
Miami, FL 33131
Fl. Bar #814342
(305)-945-4100

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ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

- Mr. John Kurzman, 16496 NE 31 Ave., N. Miami Beach, FL 33162
- Mrs. Rhoda Kurzman, 16496 NE 31 Ave., N. Miami Beach, FL 33162
- A-Z Blds., Inc., 15499 W. Dixie Hwy., N. Miami Beach, FL 33162

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ARTICLE V

ADDITIONAL MEMBERS

Additional Members may be admitted to the Limited Liability Company only upon the unanimous written consent of all of the then existing Members of the Limited Liability Company, which consent may be unreasonably withheld.

ARTICLE VI

RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of 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 Limited Liability Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Limited Liability Company unanimously agree to continue the business of the Company.

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ARTICLE VII

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of Arch Creek Warehouse Complex, L.L.C. certifies:

- 1) The above named Limited Liability Company has at least one member;
- 2) The total amount of cash contributed by the members is: \$385,000
- 3) If any, the agreed value of property other than cash contributed by members is: \$ 0
- 4) The total amount of cash and property contributed: \$385,000

Rhoda Kurzman

Signature of a member or an authorized representative of a 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.)

Rhoda Kurzman, Managing Member

(Typed or printed name of signer)

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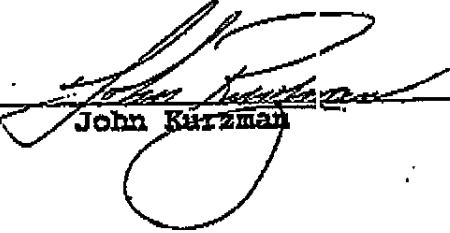
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT, REGISTERED OFFICE: 98000024116

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is Arch Creek Warehouse Complex, L.L.C.
- 2. The name and the Florida street address of the registered agent are:

John Kurzman
15499 W. Dixie Highway
North Miami Beach, FL 33162

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 agree accept the appointment as registered agent and agree to act in this 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.


Registered Agent: John Kurzman

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