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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

SANDLER, LLC

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:

ARTICLE I: NAME

The name of the company is Sandler, LLC (the "Company").

ARTICLE II: DURATION

The existence of the Company shall be perpetual, unless terminated by the death, retirement, resignation or bankruptcy of its sole Member.

ARTICLE III: ADDRESS OF PLACE OF BUSINESS

The principal place of business and mailing address in Florida for the Company shall be 1050 Lee Wagener Boulevard, Suite 301, Fort Lauderdale, Florida 33315.

ARTICLE IV: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Lawrence N. Rosen and the address of the initial registered agent is 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

ARTICLE V: ADDITIONAL MEMBERS

No additional Members may be admitted to the Company.

ARTICLE VI: CONTINUITY OF BUSINESS

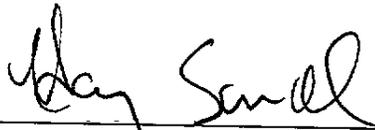
Upon the death, retirement, resignation or bankruptcy, of the sole Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved.

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ARTICLE VI: MANAGEMENT

The management of the Company is reserved to its sole Member. The name and address of the sole Member is as follows: Harvey Sandler, 1050 Lee Wagener Boulevard, Suite 301, Fort Lauderdale, Florida 33315.

These Articles of Organization have been executed on the date set forth by an authorized representative of a Member.

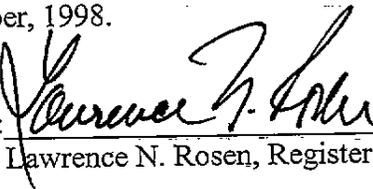


Harvey Sandler, Sole Member
Date: December 26th, 1998

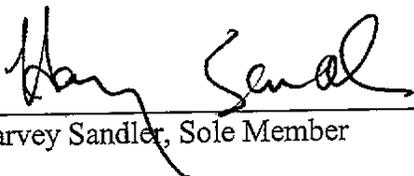
ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Sandler, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by Sandler, LLC.

Executed this 26th day of December, 1998.

By: 
Lawrence N. Rosen, Registered Agent

FOR THE COMPANY:

By: 
Harvey Sandler, Sole Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF

**SANDLER, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, Harvey Sandler, sole Member of Sandler, LLC, deposes and says:

1. The above named limited liability company has one (1) Member;
2. The total amount of cash contribution by the Member is One Thousand (\$1,000.00) Dollars;
3. The agreed value of property, if any, other than cash contributed by the Member is \$-0-Dollars; and
4. The total amount of cash or property anticipated to be contributed by the Member is Two Hundred Fifty Thousand (\$250,000.00) Dollars. This total includes amounts from 2 and 3 above.



Harvey Sandler

STATE OF FLORIDA }
COUNTY OF BROWARD }SS

On this 26th day of December, 1998, before me personally appeared Harvey Sandler, sole Member of Sandler, LLC, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein. He is personally known to me, or has produced a valid Florida driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Notary Public, State of Florida
Print Name: Cynthia Sobel
Commission No.: _____
My Commission Expires: _____

