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AUTHORIZATION :

COST LIMIT : \$ PREPAID

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ORDER DATE : January 8, 1999

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CUSTOMER NO: 80690A

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CUSTOMER: Alison Herman, Esq  
BREIER AND SEIF, P.A.  
BREIER AND SEIF, P.A.  
Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: HARBER PREMIER PRODUCTS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

L99-149

Name	AL-8
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W. P. Verifier	

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ARTICLES OF ORGANIZATION OF 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:

ARTICLE I - NAME

The name of the Company is:

HARBER PREMIER PRODUCTS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 1111 Park Centre Boulevard, Suite 222, Miami, Florida 33169.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its manager which shall consist of one (1) individual duly elected by the Members in the manner set forth in the Regulations and Operating Agreement of the Company. The name and address

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of the initial manager who is to serve as manager until the first annual meeting of the Members or until their successor shall have been duly elected and qualified as set forth in the Regulations and Operating Agreement of the Company is as follows:

<u>Name</u>	<u>Address</u>
Fred Jove	1111 Park Centre Boulevard Suite 222 Miami, Florida 33169

#### ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the 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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company as set forth in the Regulations and Operating Agreement of the Company.

#### ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is ROBERT G.

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BREIER. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE VIII - REGULATIONS AND OPERATING AGREEMENT

The regulation and management of the affairs of the Company shall be governed by the Regulations and Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE X - AFFIDAVIT OF MEMBERSHIP  
AND CONTRIBUTION

The undersigned Member of HARBER PREMIER PRODUCTS, L.L.C. certifies:

1. That HARBER PREMIER PRODUCTS, L.L.C. has at least one Member.
2. The amount of cash contributed by the Members is \$1000.00.

3. No property has been contributed to HARBER PREMIER PRODUCTS, L.L.C.

4. It is anticipated at this time that no other property shall be contributed to HARBER PREMIER PRODUCTS, L.L.C., by the Members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 7 day of January, 1999.

ORRAC, INC. - MEMBER

By: 

FRED JOVE, Vice President

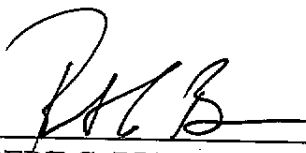
(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit (Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are true.)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of HARBER PREMIER PRODUCTS, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of HARBER PREMIER PRODUCTS, L.L.C.

Date: 1/7/99

  
\_\_\_\_\_  
ROBERT G. BREIER, Initial Registered Agent

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