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DATE: 1/14/99
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Temporary Name, LLC

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STATE FEES PREPAID WITH CHECK # 4117 FOR \$ 337.50

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***337.50 ***337.50

PLEASE FILE:

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT

Name	<u>11/14/99</u>
Availability	<u>QUALITIOUS NAME</u>
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ARTICLES OF ORGANIZATION

OF

TEMPORARY NAME, LLC

ARTICLE I - Name

The name of the Limited Liability Company is TEMPORARY NAME, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 123 N.W. 13th Street, Suite 304-8, Boca Raton, Florida 33432.

ARTICLE III - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by its managing members (the "Managers"). The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also hold the offices and have responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The name and address of the initial Manager who is to serve until the first annual meeting of the members or until his successor is otherwise selected is as follows:

David Klein
123 N.W. 13th Street, Suite 304-8
Boca Raton, Florida 33432

ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the approval of the members as set forth in the Regulations of the Company, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued

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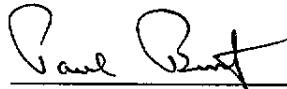
membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Miami Dade, State of Florida 33131, and the name of its initial registered agent at such office is Paul Berkowitz.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TEMPORARY NAME, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.



Paul Berkowitz

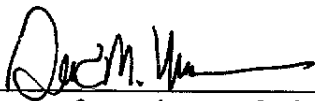
Dated: December 28, 1998.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TEMPORARY NAME, LLC deposes and says:

- 1 the total amount of cash contributed by the members is \$500.00.
- 2 if any, the agreed value of property other than cash contributed by members is \$-0-.
- 3 the total amount of cash or property anticipated to be contributed by members is \$1,000,000.00. This total includes amount from 1 and 2 above.

David Klein, Managing Member



Signature of a member or authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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