



**THE UNITED STATES
CORPORATION
COMPANY**

L99000000295

ACCOUNT NO. : 072100000032

REFERENCE : 088793 11663B

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 285.00

ORDER DATE : January 5, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 088793-005

CUSTOMER NO: 11663B

000002740030--8

CUSTOMER: Paul R. James, Esq
KUBICKI DRAPER GALLAGHER &
KUBICKI DRAPER GALLAGHER &
Suite 1600
One E. Broward Boulevard
Ft. Lauderdale, FL 33301

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99 JAN 13 PM 1:01

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: D.F. PROPERTIES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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L99-295

Name	<i>1-19</i>
Availability	<i>1-19</i>
Document	<i>1-19</i>
Examiner	<i>1-19</i>
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Acknowledgment	<i>1-19</i>
V- Verifier	<i>1-19</i>



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 1999

JANICE VANDERSLICE
CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: D.F. PROPERTIES, LLC
Ref. Number: W99000000951

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We have received your document for D.F. PROPERTIES, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00001763

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

DOLL FACE PROPERTIES, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 181 Fiesta Way, Fort Lauderdale, Florida 33301.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

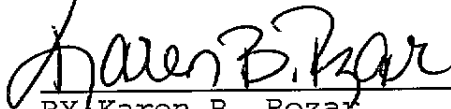
Joseph J. Nicholson
Member

181 Fiesta Way
Ft. Lauderdale, Florida 33301

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The undersigned authorized representative of a member of
DOLL FACE PROPERTIES, LLC hereby executes these articles of
organization on this 13 day of January 1999.

CORPORATION SERVICE COMPANY

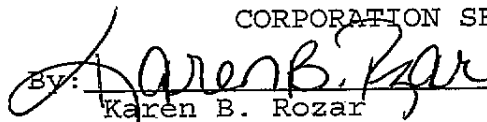


BY: Karen B. Rozar
as its agent as authorized
representative of.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Karen B. Rozar

Dated: January , 1999


jsv

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DOLL FACE PROPERTIES, LLC deposes and says:

- 1) the above named limited liability company has one member as allowed by statutes;
- 2) the total amount of cash contributed by the member(s) is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0;
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0;
- 5) the total amount of 2, 3, and 4 is: \$1,000.00.



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of D.F. Properties, LLC

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FROM

(TUE) 01.12'99 16:03/ST. 16:01/NO. 3560993664 P 3/3

MON/01/11/99 10:40/MT. 10:40/NO. 0000000011 1 0/0

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of Doll Face Properties, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
12 day of January, 1999

WITNESS

Paul R. James
TYPED OR PRINTED NAME

WITNESS

Brian Mikula
TYPED OR PRINTED NAME

SIGNATURE

JOSEPH J. NICHOLSON

TYPED OR PRINTED NAME

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jsv