



99000000665

ACCOUNT NO. : 072100000032

REFERENCE : 125417 6099A

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 337.50

ORDER DATE : February 5, 1999

ORDER TIME : 1:45 PM

ORDER NO. : 125417-010

CUSTOMER NO: 6099A

CUSTOMER: Mr. Michael J. Sabatello
MOYLE FLANIGAN KATZ FITZGERALD
MOYLE FLANIGAN KATZ FITZGERALD
P. O. Box 3888

West Palm Beach, FL 33402

FILED
99 FEB -5 PM 5:15
CLERK OF DISTRICT COURT
JANUARY 1999

DOMESTIC FILING

NAME: M & G PARTNERS BROKERAGE,
L.L.C.

500002766575--B

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: Robert Maxwell

EXAMINER'S INITIALS:

99-665

Name	De2-8
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED

99 FEB -5 PM 3:07

DEPARTMENT OF REVENUE
CLERK OF DISTRICT COURT
JANUARY 1999

**ARTICLES OF ORGANIZATION
OF
M & G PARTNERS BROKERAGE, L.L.C.**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this limited liability company is M & G PARTNERS BROKERAGE, L.L.C., ("Company").

ARTICLE II

This Company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 515 North Flagler Drive, Suite 900, West Palm Beach, FL 33401. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Michael J. Sabatello, IV, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE V

The management of this Company shall be vested in a manager who shall serve until the first annual meeting of the members or until their successor has been duly elected. The name and mailing address of the manager ("Manager") is as follows: I & A MANAGEMENT, INC., a

Florida corporation, whose address is 515 North Flagler Drive, Suite 900, West Palm Beach, FL 33401.

ARTICLE VI

The business of this Company shall not be dissolved on 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 this Company.

ARTICLE VII

The power to adapt, alter, amend or repeal the regulations of the Company shall be vested in the Manager. Regulations adopted by the Manager may be repealed or altered, new regulations may be adopted by the Manager and the Manager may prescribe that such regulations may not be altered, amended or repealed.

ARTICLE VIII

Informal Action of Members. Any action of the members may be taken without a meeting and consent in writing setting forth the action so taken shall be signed by all members who will be entitled to vote upon such action at a meeting and filed with the Manager as party of the Company's records.

ARTICLE IX

Contracting Debt. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of
February, 1999.

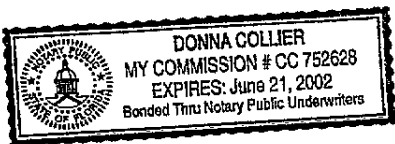
Gary M. Axenfeld
Gary M. Axenfeld, Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4 day of February, 1999,
by Gary M. Axenfeld, Member, an authorized representative of the members, who is personally
known to me, OR has produced _____ as identification.


Donna Collier
Notary Name: Donna Collier
Notary Public
Serial (Commission) Number
(If any) CC 752628
6/21/2002

(NOTARY STAMP)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company, I hereby 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 for M & G PARTNERS BROKERAGE, L.L.C..




Michael J. Sabatello, IV, Esquire
625 N. Flagler Drive, 9th Floor
West Palm Beach, FL 33401
Registered Agent

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09 FEB -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of M & G PARTNERS BROKERAGE, L.L.C., a Florida Corporation
("Company") certifies that:

1. The company has at least one (1) member;
2. The total amount of cash contributed by the member(s) is: \$5,000;
3. The agreed value of property other than cash contributed by member(s), if any,
and the specific description of subject property is:
50,000 warrants UNIVEC with a total value of \$58,000
4. The total amount of cash and property contributed and anticipated to be
contributed by member(s) is \$75,000.


Gary M. Axenfeld, Member

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TALLAHASSEE, FLORIDA