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February 17, 1999

VIA FEDERAL EXPRESS

REPLY TO:

Miami

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Lisieux, L.L.C.
File No. 99-1014

800002779538--6
-02/18/99--01085--010
****337.50 ****337.50

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Organization of Lisieux, L.L.C., a Florida limited liability company. Also enclosed is our check made payable to the Department of State in the amount of \$337.50 for payment of the filing and certified copy fees.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter
Judy Wikel Baxter, CLA
Certified Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jwb
Enclosures

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2-22-99

ARTICLES OF ORGANIZATION FOR
LISIEUX, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LISIEUX, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

*2601 S. Bayshore Drive
Suite 600
Miami, Florida 33133*

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a member who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successor(s) are elected and qualified, and whose name and address is as follows:

*Thomas K. Equels
2601 S. Bayshore Drive
Suite 600
Miami, Florida 33133*

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LISIEUX, L.L.C. deposes and says:

- (1) the above named Limited Liability Company has at least one (1) member;
- (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 total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00.
This total includes amounts from 2 and 3 above.

Member (or authorized representative):

Arthur J. Furia

STATE OF FLORIDA
COUNTY OF DADE

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TALLAHASSEE, FLORIDA

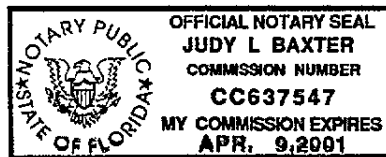
THE FOREGOING INSTRUMENT was acknowledged before me on this 17th day of February, 1999, by Arthur J. Furia, a member of LISIEUX, L.L.C., a Florida limited liability company. He is personally known to me or has produced as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Judy L. Baxter

Print: JUDY L. BAXTER

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.*

1. *The name of the Limited Liability Company is:*

LISIEUX, L.L.C.

2. *The name and address of the registered agent and office is:*

*HKE&F Registered Agent Corp.
2601 S. Bayshore Drive
Suite 600
Miami, FL 33133.*

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments 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.

By: *Arthur J. Furia*
*Arthur J. Furia, Vice President
HKE&F Registered Agent Corp.*

2/17/99
Date

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TALLAHASSEE, FLORIDA