

L99000001905



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 193493 5055134

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 5, 1999

ORDER TIME : 10:31 AM

ORDER NO. : 193493-005

CUSTOMER NO: 5055134

CUSTOMER: Mr. Martin Engels
MARTIN ENGELS, P.A.
MARTIN ENGELS, P.A.
100 Southeast 2nd Street
Nationsbank Tower Ste. 2150
Miami, FL 33131

FILED
99 APR -5 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STEERSMAN CONSULTING, L.L.C.

500002828985--3
-04/05/99-01069-014
****302.50 ****302.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

500002828985--3
-04/05/99-01069-015
*****35.00 *****35.00

Name 4/5/99 CERTIFIED COPY
Availability OK PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Document Examiner CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Updater

Updater Verifier

Acknowledgement DCC

W. P. Verifier DCC

L99000001905

RECEIVED
99 APR -5 AM 11:34

509825

ARTICLES OF ORGANIZATION
OF
STEERSMAN CONSULTING, L.L.C.
A Limited Liability Company

The undersigned does hereby execute, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: Steersman Consulting, L.L.C.

ARTICLE II

This limited liability company shall commence its existence on the date these Articles are filed with the Secretary of State and shall terminate on December 31, 2050.

ARTICLE III

The general purpose for which this limited liability company is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The initial mailing and street address of the principal office of this limited liability company shall be:

8510 S.W. 52 Avenue
Miami, Florida 33143

ARTICLE V

The name and street address of the initial registered agent of this limited liability company are as follows:

Leonard Boord
8510 S.W. 52 Avenue
Miami, Florida 33143

ARTICLE VI

The limited liability company shall be managed through its managers. The name and address of the initial manager of the limited liability company, who shall serve until the first annual meeting of members or until such manager's successors are elected and qualified is:

FILED
99 APR 25 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Leonard Boord
8510 S.W. 52 Avenue
Miami, Florida 33143

ARTICLE VII

Additional members may be admitted to the limited liability company upon the consent of at least 51% of the membership interests and upon payment by the additional member of the capital contribution as determined by the existing members.

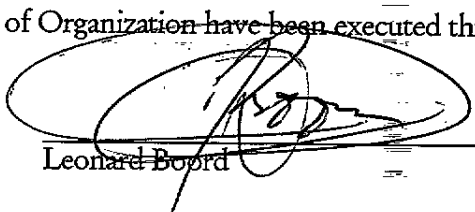
ARTICLE VIII

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence any other event which may terminate the continued membership of a member in the limited liability company.

ARTICLE IX

The limited liability company shall indemnify and/or insure each such person described Florida Statutes Section 608.4363(7) to the fullest extent permitted by law, now existing or hereinafter enacted.

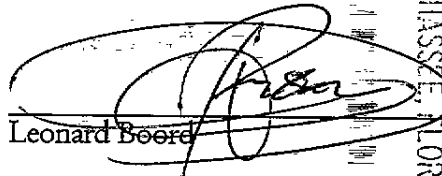
IN WITNESS WHEREOF, these Articles of Organization have been executed this 31st day of March, 1999.


Leonard Boord

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Steersman Consulting, L.L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributions by the members to the limited liability company is \$0;
3. No property other than cash is to be contributed by the members to the limited liability company;
4. The total amount of cash or property anticipated to be contributed by the members to the limited liability company is \$400,000.


Leonard Boere

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -5 PM 2:40

FILED

CERTIFICATE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Leonard Boord

FILED

99 APR -5 PM 2:40

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**