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May 4, 1999

VIA FEDERAL EXPRESS

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

Re: Articles of Organization for RKR Finance, L.C.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Organization for RKR Finance, L.C. Please file these Articles and return a certified copy of same to me at your earliest possible convenience. I enclose our firm's check in the amount of \$337.50, representing payment for same.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Mitchell B. Kirschner

MBK/jav
Enclosures

cc: Mr. Robert A. Kirland

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
RKR FINANCE, L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. *Name.* The name of this Company shall be RKR FINANCE, L.C.
2. *Duration/Continuation.* The period of this Company's duration shall be thirty (30) years from the date of its filing with the Florida Secretary of State, unless terminated by the unanimous written agreement of all Members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.
3. The mailing address and street address of the principal office of this Company is 350 West Copans Road, Pompano Beach, Florida 33065. *DK*
4. *Registered Agent and Office.* The name and street address of the initial registered agent and office for this Company is as follows: Mitchell B. Kirschner, Esq., Mandel, Weisman & Kirschner, P.A., Boca Corporate Center, 2101 Corporate Boulevard, Suite 300, Boca Raton, Florida 33431.
5. *Admission of Additional Members; and Terms and Conditions of such Admissions.* Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.
6. *Right to Continue Business.*

The remaining Members may continue the business and this Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the occurrence of any other event which terminates the continued membership of a Member in the Company.
7. *Management of Company.*

The business of the Company shall be managed by a managing Member or managing Members. The name and address of the initial managing Member of the Company shall be Robert A. Kirland, 350 West Copans Road, Pompano Beach, Florida 33065.
8. *Amendment of Articles of Organization.* Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida

containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. *Regulations of Company.* The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. *Informal Action of Members.* Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. *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 managing Member(s), unless otherwise provided herein.

12. *Transferability of Member's Interest.* An interest of a Member of this Company may be transferred or assigned to such extent only in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. *Withdrawal or Reduction of Member's Contributions to Capital.*

A Member shall not receive out of the Company, property any part of his or its contribution to capital until:

(a) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded; and

(c) these Articles of Organization are canceled or so amended as to set out the

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withdrawal reduction.

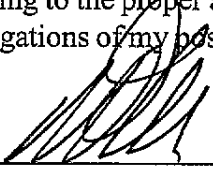
14. *Initial Member.* The initial Members of the Company are Robert A. Kirland and Rowena Kirland, as tenants by the entirety.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 4 day of May, 1999.


ROBERT A. KIRLAND, Managing Member

Having been named as Registered Agent and to accept service of process for RKR Finance, Inc., 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.


Mitchell B. Kirschner, Esq.

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STATE
FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:
Broward)

The foregoing instrument was acknowledged before me this 4th day of May, 1999, by Mitchell B. Kirschner, to me well known to be the individual described in the foregoing instrument, or who produced _____ as identification, and who executed same for the purposes therein expressed.


Notary Public
My Commission Expires: 6-24-01

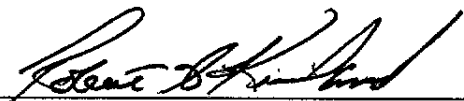


Juanita A. Vives
MY COMMISSION # CC658436 EXPIRES
June 24, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of RKR Finance, L.C. deposes and says:

1. The above named limited liability company has a least two Members.
2. The total amount of cash contributed by the Member(s) is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by Member(s) is \$0. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by Member(s) is \$5,000.00. This total includes amounts from 2 and 3 above.


ROBERT A. KIRLAND, Member

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

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TALLAHASSEE, FLORIDA

FILING FEE: \$250.00 for Articles of Organization and Affidavit