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The Law Offices of
HOWARD L. SCHWARTZ, P.A.

BOCA CORPORATE CENTER
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SUITE 414
BOCA RATON, FLORIDA 33431

Legal Assistant:

Susan Landesman

TELEPHONE: 561-997-0000
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May 11, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SAFE SYSTEMS, LLC

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Articles of Organization for the above referenced limited liability company, together with our check in the amount of \$320.00 for filing fees. This includes \$285.00 filing fee, plus \$35.00 for Registered Agent.

After filing, please return copy of filed Articles of Organization to this office.

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

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

Lefkowitz.SecState.SafeSystems,LLC
Enclosures (2)

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DIVISION OF CORPORATIONS
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W99-11709



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 19, 1999

HOWARD L SCHWARTZ, P.A.
BOCA CORPORATE CENTER
2101 CORPORATE BLVD., NW STE 414
BOCA RATON, FL 33431

SUBJECT: SAFE SYSTEMS, LLC
Ref. Number: W99000011709

We have received your document for SAFE SYSTEMS, LLC and your check(s) totaling \$320.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 199A00027724

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Safe Systems, LLC

ARTICLE II - Address:

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

2601 East Oakland Park Blvd. Suite 208, Ft. Lauderdale, FL 33306

ARTICLE III - Duration:

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

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

 X The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are :

William H. Lefkowitz, 2601 East Oakland Park Blvd., Suite 208, Ft. Lauderdale, FL 33306

David M. Schiffer, 2 Twelvepence Ct. Suite 1B, Melville, NY 11747

 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:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Written consent of members.

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ARTICLE VI - Members Rights to Continue Business:

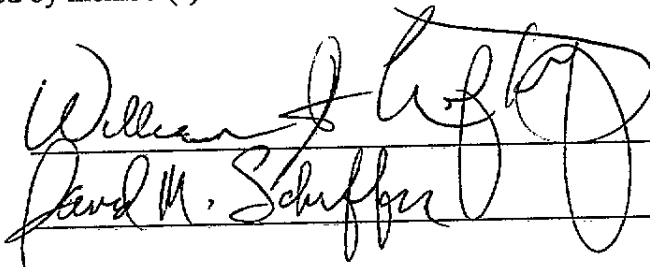
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Written consent of members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member, of Safe Systems, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be Contributed by member(s) is \$ 2,000.00



David M. Schiffer

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\$ 2,000.00

Signature of members or an authorized representative of a members.

(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.)

William H. Lefkowitz

David M. Schiffer

Typed of printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Safe Systems, LLC

2. The name and the Florida street address of the registered agent are:

Howard L. Schwartz

Name

2101 Corporate Blvd. Suite 414,

Florida street address (P.O. Box NOT acceptable)

Boca Raton, FL 33431

City, State and Zip

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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 appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all states 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.


Signature