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ROBERT N. FRYER, JR., P.A.
ATTORNEY AT LAW

6827 W. COMMERCIAL BLVD.
TAMARAC, FLORIDA 33319

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AREA CODE 954

June 7, 1999

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

RE: R. A. D. Designs, L.C.; Our File No. HEN9086F

Dear Sir:

Enclosed are the original and one copy of the Articles of Organization for the referenced limited liability company along with a check for the filing fee of \$337.50.

Please process the documents at your earliest convenience and return one certified copy of the articles to our office.

Thank you for your assistance in this matter and if you have questions or need additional information, please call our office.

Sincerely,

Sandi Jackson

Sandi Jackson, Secretary to
Robert N. Fryer, Jr.

/smj

Enclosures

cc: Mr. Richard Henderson

VIA: Airborne Express No. 5615927586

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ARTICLES OF ORGANIZATION

FOR

R. A. D. DESIGNS

A Florida Limited Liability Company

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 R. A. D. DESIGNS, L.C.
2. Duration/Continuation. The period of this Company's duration shall be not more than 30 years, 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. The business of the Company may only be continued by the unanimous consent of all the remaining Members.
3. Purposes. The purposes for which this Company is being formed are the following:
 - (A) To engage in any activities or business permitted for this Company under the laws in the State of Florida.
4. Registered Agent and Office. The name and address of the initial registered agent and office for this Company is as follows:

DANIEL HENDERSON
10301 NW 50th Street, Suite 105
Sunrise, Florida 33351

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5. Contributions to Capital.

(A) The total amount of cash or property contributed to the Company by its

Members shall be as follows:

RICHARDSON HENDERSON	\$300.00	One marine dive ladder
DANIEL HENDERSON	\$300.00	One marine dive ladder
ALBERT KOTHS, JR.	\$300.00	One marine dive ladder

(B) Each member agrees to contribute their pro-rata portion of any call for funds

made by the Members of the Company which is required to permit the Company to achieve its purposes.

6. 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 amount set forth in the Regulations of this Company.

7. Management of Company. The business of the Company shall be managed by its

Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

The names and addresses of the Members are as follows:

Name	Address
RICHARD HENDERSON	8421 NW 44 th Court Lauderhill, FL 33351
DANIEL HENDERSON	4829 NW 20 th Place Coconut Creek, FL 33063
ALBERT KOTHS, JR.	5225 NE 4 th Avenue Fort Lauderdale, FL 33334

8. Regulations of the Company. The power to adopt, alter, amend, or repeal the Regulations of this Company shall be vested in the Members of the Company.

9. Incorporators. The names and addresses of the Incorporators executing these Articles of Organization are as follows:

Name	Address
RICHARD HENDERSON	8421 NW 44 th Court Lauderhill, FL 33351
DANIEL HENDERSON	4829 NW 20 th Place Coconut Creek, FL 33063
ALBERT KOTHS, JR.	5225 NE 4 th Avenue Fort Lauderdale, FL 33334

10. 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 also be signed by the member to be added.

11. 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).

12. 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 Members of the Company as part of its records.

13. 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(s) or if managed by the Members of this Company, unless otherwise provided herein.

14. Transferability of Member's Interest. An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Regulations of the Company. 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 would otherwise be entitled.

15. Withdrawal or Reduction of Member's Contributions to Capital.

(A) A Member shall not receive out of the Company property any part of its contribution to capital until:

1. 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;

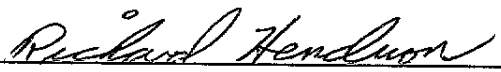
2. The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded;

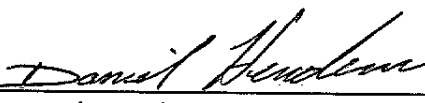
3. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

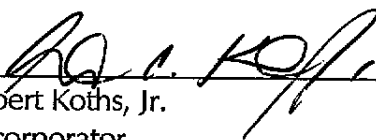
(B) A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

16. Pursuant to Section 608.409 the effective date of this Company shall be June 4, 1999, provided these Articles are filed with the Secretary of State within five days. Otherwise the effective date shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this 4th day of June, 1999.


Richard Henderson
Incorporator


Daniel Henderson
Incorporator

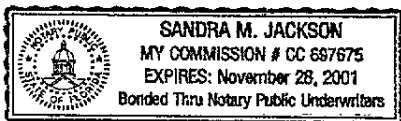

Albert Koths, Jr.
Incorporator

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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared RICHARD HENDERSON,
DANIEL HENDERSON and ALBERT KOTHS, JR., to me known to be the persons who executed
the foregoing Articles of Organization and they acknowledged to and before me that they
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of June,
1999.



Sandra M. Jackson
Notary Public
Sandra M. Jackson
Name of Notary Public

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My Commission Expires:

Notary check one:


- () Persons signing document personally known to me.
(X) Persons signing document provided the following identification:

FL Driver Licenses

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R. A. D. DESIGNS, Limited Company, at the place designated in the foregoing Articles of Organization, I, DANIEL HENDERSON, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4th day of June, 1999.


Daniel Henderson
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

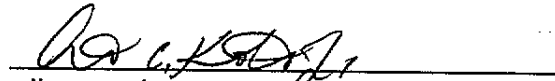
STATE OF FLORIDA
COUNTY OF BROWARD

In compliance with FS § 608.407(2), the undersigned members or authorized representative of a member of R. A. D. DESIGNS, L.C., depose and say:

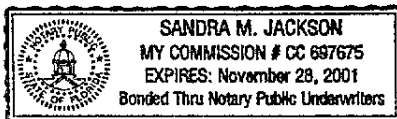
1. The limited liability company identified has at least two members.
2. The total amount of cash contributed by the members is \$ NONE .
3. If any, the agreed value of property other than cash contributed by the members is \$900.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$900.00. This total includes the amounts from Paragraphs 2 and 3 above.

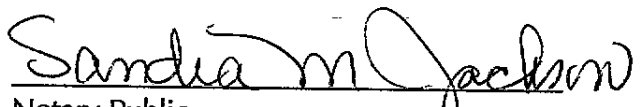

Richard Henderson


Daniel Henderson


Albert Koths, Jr.

The foregoing instrument was acknowledged before me this 4th day of June, 1999, by RICHARD HENDERSON, DANIEL HENDERSON and ALBERT KOTHES, JR., on behalf of R. A. D. DESIGNS, L.C., a limited liability company. They are personally known to me or have produced FL Driver Licenses as identification.




Notary Public
SANDRA M. JACKSON
Name of Notary Public

My Commission Expires:

EXHIBIT "A"

Three (3) marine dive ladders valued at \$300.00 each

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