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BERMAN, WOLFE & RENNERT

FAX NO. 3053736036

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Division of Corporations

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LIMITED LIABILITY COMPANY

130 North Biscayne Garage L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
130 NORTH BISCAYNE GARAGE L.L.C.

ARTICLE I - Name

The name of the Limited Liability Company is: 130 North Biscayne Garage L.L.C.

ARTICLE II - Address

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

425 E. 61st Street
New York, NY 10021

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 the members and the name(s) and address(es) of the managing member(s) is/are:

Q.P.F. Management, Inc.
425 E. 61st Street
New York, NY 10021

ARTICLE V - Admission of Additional Members

The remaining members only upon unanimous written consent shall have the right to admit additional members and the terms and conditions of the admissions shall be subject to all of the terms and conditions of the Articles of Organization and of the Operating Agreement.

This document prepared by:
Craig P. Menard, Esquire - #79260
Berman Wolfe & Renner, P.A.
100 Southeast Second Street, Suite 3500
Miami, Florida 33131-2130
305-577-4177

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ARTICLE VI - Members Rights to Continue Business

The remaining members of the limited liability company shall have the right 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 which shall be only upon the terms and conditions of the Operating Agreement as it exists at that time.

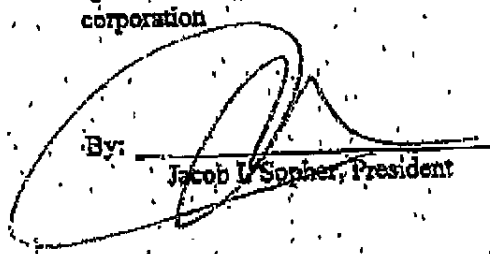
ARTICLE VII - Registered Agent/Office

The name and address of the original Registered Agent and Office is:

Claire P. Menard, Esq.
Berman Wolfe & Rennert, P.A.
NationsBank Tower, Suite 3500
100 Southeast Second Street
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned member and manager has executed these Articles on
June 24, 1999.

Q.F.F. Management, Inc., a Florida
corporation

By: 

Jacob I. Sopher, President

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

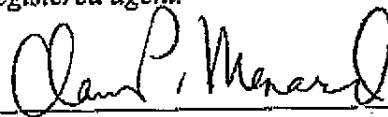
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **130 North Biscayne Garage L.L.C.**
2. The name and address of the registered agent and office is:

Claire P. Menard, Esq.
Berman Wolfe & Rennert, P.A.
NationsBank Tower, Suite 3500
100 Southeast Second Street
Miami, Florida 33131

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 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.

Date: June 24, 1999



Claire P. Menard

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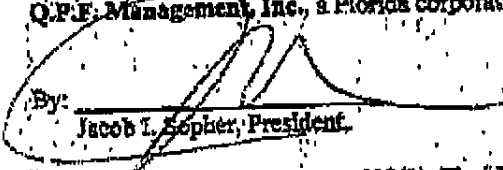
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 138 North Biscayne
Garage L.L.C. deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is: \$200
- 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 amount of cash or property anticipated to be contributed by member(s) is: \$200
This total includes amounts from 2 and 3 above.

Dated: June 24, 1999.

O.P.F. Management, Inc., a Florida corporation

By: 
Jacob L. Sopher, President.

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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