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Richard J. Zaden, Esquire
Of Counsel

* Also admitted in Texas

June 21, 1999

Via Fedex

Florida Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Registration Section

900002912119--2
-05/22/99-01049-017
***337.50 ***337.50

Re: Application by 1420 Holdings, LLC, a Florida limited liability company
Our file no. 9335.1000

Dear Ladies and/or Gentlemen:

Enclosed is an original and a copy of each of the following documents for the above referenced, together with my remittance no. 3811 in the sum of three hundred thirty seven and 50/100 dollars (\$337.50) to cover cost for same:

- 1) Articles of Organization of 1420 Holdings, a Florida limited liability company
- 2) Limited Liability Company Operating Agreement
- 3) Certificate of Designation of Registered Agent/Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

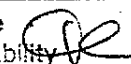
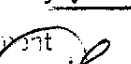

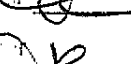
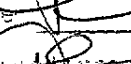
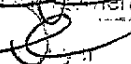


Please provide the undersigned with a certified copy, in the self-addressed FedEx envelope, and thank you for your prompt attention and courtesy in this matter.

Very truly yours,
SEILER & SAUTTER


C. Christian Sautter

L99-3806

encl.
C:\My Documents\WPWIN9335\transmittal FI Dept of State re LLC.wpd

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**ARTICLES OF ORGANIZATION
OF
1420 HOLDINGS, LLC**

The undersigned hereby form and establish a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is **1420 Holdings, LLC**.

ARTICLE II

This limited liability company shall have an existence commencing on the date of filing these Articles with the Florida Department of State and expiring on the thirtieth (30) anniversary of the date of such filing, unless sooner terminated as provided in any Operating Agreement for the Company.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company are **4699 North Federal Highway, Pompano Beach, Florida 33064**. This limited liability company may, at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company are **C. Christian Sautter, Esq., 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306**.

ARTICLE V

The management of this limited liability company shall be vested in the members. The name and mailing address of the initial members are as follows:

Name	Address
Raymond Greaves	4699 North Federal Highway Pompano Beach, Florida 33064.
John Washburn	4699 North Federal Highway Pompano Beach, Florida 33064.

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ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the Members.

ARTICLE VII

The business of this limited liability company shall be dissolved on the death, insanity, retirement, resignation, expulsion, bankruptcy, dissolution or expulsion of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, unless all of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

IN TESTIMONY WHEREOF, each of the undersigned has signed his name as of the 12TH day of June, 1999.

Raymond Greaves
Name: Raymond Greaves

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STATE OF FLORIDA }
COUNTY OF BROWARD } ss.

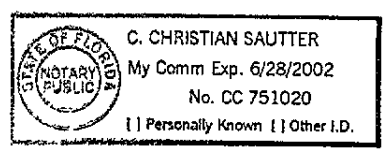
The foregoing instrument was acknowledged before me this 12TH day of June, 1999 by Raymond Greaves, who represented himself to be person signing in the capacity set forth above, who is personally known to me or who has produced Florida State or _____ State Driver's license, Number _____, as identification and who did take an oath.

Executed this 12TH day of June, 1999.

(SEAL)

C. Christian Sautter
Signature of Notary

C. Christian Sautter
Print Name of Notary



Serial Number, Commission Number
(if any) Printed

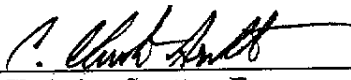
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.407, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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: **1420 Holdings, LLC**
- 2. The name and address of the registered agent and office is:

**C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306**

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.



C. Christian Sautter, Esq.

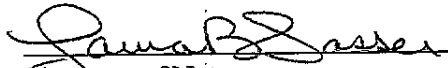
Date: June 17, 1999

STATE OF FLORIDA }
 } ss.
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 17th day of June, 1999, by C. Christian Sautter who represented himself or herself as the person signing in such capacity, who is personally known to me or who has produced Florida State or _____ State Driver's license, Number _____, as identification.

Executed this 17th day of June, 1999.

(SEAL)


Signature of Notary

Laura B. Sasser
Print Name of Notary

CC488825
Serial Number, Commission Number
(if any) Printed

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



LAURA B SASSER
My Commission CC488825
Expires Aug. 15, 1999

**AFFIDAVIT OF
1420 HOLDINGS, LLC**

COMES NOW 1420 Holdings, LLC, a Florida limited liability company (the "Company"), by a member, who, pursuant to Florida Statute Section 608.407 (2) deposes and says:

1. The Company has at least two members.
2. The amount of capital contributions contributed by the members is \$ 300,000.00.
3. The amount of additional contributions anticipated to be contributed by the members is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

Dated: June 17, 1999.

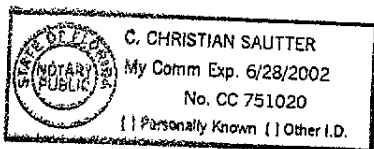

Raymond Greaves

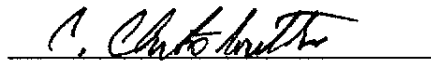
STATE OF FLORIDA }
 } ss.
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 17th day of June, 1999, by **Raymond Greaves**, who represented himself to be the person signing in the above capacity, who is personally known to me or who has produced Florida State or _____ State Driver's license, Number _____, as identification.

Executed this 17th day of June, 1999.

(SEAL)




Signature of Notary

C. Christian Sautter
Print Name of Notary

Serial Number, Commission Number
(if any) Printed

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