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June 24, 1999

VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY

Florida Department of State
REGISTRATION SECTION
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002915863--8
-06/25/99--01073--006
****285.00 ****285.00

RE: ARTICLES OF ORGANIZATION OF BERJAN, L.L.C.
(a Florida Limited Liability Company)

Dear Madam/Sir:

Please accept for filing the Articles of Organization of Berjan, L.L.C. I enclose a check in the amount of \$285.00, representing the filing fee and designation of registered agent fee.

Please provide us with a letter of acknowledgment to confirm the filing.

Very truly yours,

Kevin M. LaMontagne

Kevin M. LaMontagne

KML/ps

Enclosures noted

09 JUN 25 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-3973

Name	<i>AL 71</i>
Availability	<i>AL</i>
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
W. P. Verifier	<i>AL</i>

ARTICLES OF ORGANIZATION OF BERJAN, L.L.C.
(A Florida Limited Liability Company)

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ARTICLE I = Name:

The name of the Limited Liability Company is: Berjan, L.L.C.

ARTICLE II = Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 801 North Congress Avenue, Room 853, Boynton Beach, Florida 33426.

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)

[] 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 to serve as manager(s) is/are:

[X] The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Michael Malka, 552 Kings Hill Boulevard, Pigeon Forge, Tennessee 37863

and

Miran Malka, 552 Kings Hill Boulevard, Pigeon Forge, Tennessee 37863.

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:

Allowed, with the written unanimous consent of all members.

ARTICLE VI - Members' Rights to Continue Business:

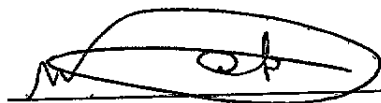
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability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

Allowed.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Berjan, L.L.C. 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:
\$80,000.00;
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 hereto.); and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is
\$80,000.00.



Signature of a member or an authorized
representative of a 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.)

MICHAEL MALKA

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

BERJAN, L.L.C.

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

Kevin M. LaMontagne, Esquire
125 East Boynton Beach Boulevard
Boynton Beach, Florida 33435

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TALLAHASSEE, FLORIDA

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.

Kevin M. LaMontagne
Signature of Kevin M. LaMontagne, Registered Agent