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VIA FEDERAL EXPRESS

July 13, 1999

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

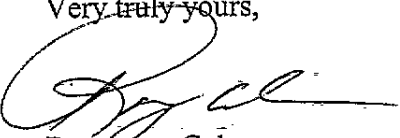
Re: **DIAMOND POINT PARTNERS, L.L.C.**

Gentlemen:

In connection with the referenced limited liability company, enclosed please find original Articles of Organization together with our client's check in the sum of \$285.00 for filing fees as well as a certified copy of the Articles.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,


Rosemary Cohen
Legal Assistant

:rc
Enclosure

L99-4422

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| Name | CR 7-21 |
| Availability | |
| Document Examiner | CR |
| Updater | CR |
| Typed for Verifier | CR |
| Acknowledgment | CR |
| Notary Public | CR |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: **DIAMOND POINT PARTNERS, L.L.C.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: **6651 Via Regina, Boca Raton, Florida 33433.**

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:

**SHERMAN LAZRUS
6651 Via Regina
Boca Raton, Fl. 33433**

**AUSTIN BLEICH
150 West 96th Street
New York, NY. 10025**

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 12 day of July, 1999.


SHERMAN LAZRUS, Member

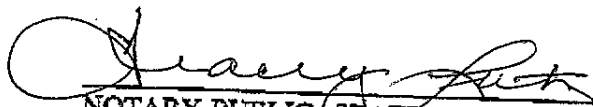
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SECRETARY OF STATE
FLORIDA

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STATE OF MARYLAND)
COUNTY OF MONTGOMERY) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SHERMAN LAZRUS, known to me to be the person who executed the foregoing Articles of Organization, who is personally known to me or provided FLORIDA DRIVER'S LICENSE as proof of identification, and he swore before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of July, 1999.


NOTARY PUBLIC, STATE OF MARYLAND


My Commission Expires: 6/1/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized member of DIAMOND POINT PARTNERS, L.L.C. deposes and says:

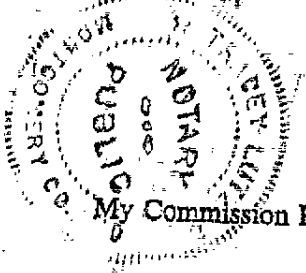
- 1) The above named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the members is \$100.00.
- 3) The amount of cash anticipated to be contributed by member(s) is \$50.00 each.


SHERMAN LAZRUS

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SHERMAN LAZRUS, known to me to be the person who executed the foregoing Affidavit of Membership and Contributions, who is personally known to me or provided FLORIDA DRIVER'S LICENSE as proof of identification, and he took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of July, 1999.



My Commission Expires: 6/1/01


NOTARY PUBLIC, STATE OF

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SECRETARY OF STATE
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

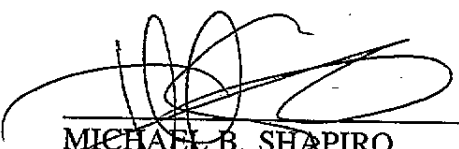
1. The name of the limited liability company is:

DIAMOND POINT PARTNERS, L.L.C.

2. The name and address of the registered agent and office is:

Michael B. Shapiro
7777 Glades Road, Suite 200
Boca Raton, FL 33434

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.


MICHAEL B. SHAPIRO

Date: July 2, 1999

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09 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA