



THE UNITED STATES
CORPORATION
COMPANY

L990000005409

ACCOUNT NO. : 072100000032

REFERENCE : 358101 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 30, 1999

ORDER TIME : 11:13 AM

ORDER NO. : 358101-005

CUSTOMER NO: 7159131

CUSTOMER: Mr. Irving Shimoff
IRVING SHIMOFF, ESQ.
IRVING SHIMOFF, ESQ.
Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

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-08/30/99--01083--004
****285.00 ****285.00

DOMESTIC FILING

NAME: D.P. MONACO, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

RECEIVED
59 AUG 30 PM 12:57
FILED
99 AUG 30 AM 8:37
TALLAHASSEE, FLORIDA

4-31-99

ARTICLES OF ORGANIZATION
OF

D.P. MONACO, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is D.P. MONACO, L.L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., NationsBank Tower, 100 Southeast 2nd Street, Suite 3920, Miami, Florida 33131.

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 and address of the managing member is:

Irving Shimoff, Esq.,
NationsBank Tower
100 Southeast 2nd Street
Suite 3920
Miami, Florida 33131

ARTICLE V - Members Rights to Continue Business

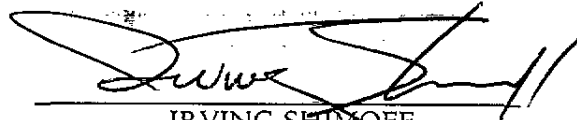
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VI - Commencement

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

99 AUG 30 AM 8:37
FILED
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization this 27 day of August, 1999.


IRVING SHIMOFF

C:\Data\Articles of Organization, etc\Articles of Organization D.P. Monaco, LLC

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99 AUG 30 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

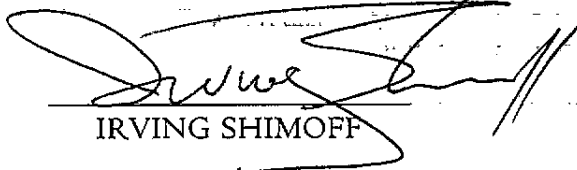
AFFIDAVIT OF MEMBERSHIP & CONTRIBUTIONS

STATE OF FLORIDA)
 :SS.:
COUNTY OF MIAMI-DADE)

The undersigned, IRVING SHIMOFF, being duly sworn, deposes and says:

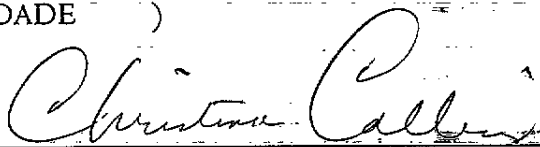
1. That D.P. MONACO, L.L.C. has at least one member.
2. The total amount of cash contributed by the members is \$1,000,000.00.
3. The agreed value of property other than cash contributed by members is none.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000,000.00. This total includes the amounts set forth in paragraphs 2 and 3 above.

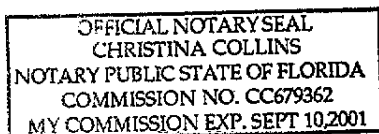
IN WITNESS WHEREOF, the undersigned has duly executed this Affidavit.


IRVING SHIMOFF

THE FOREGOING INSTRUMENT was sworn to before me this 27th day of August, 1999.

STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)


CHRISTINA COLLINS, NOTARY PUBLIC
PRINT, TYPE OR STAMP NAME OF NOTARY



Personally known _____
or Produced Identification _____

Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION OF REGISTERED

AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

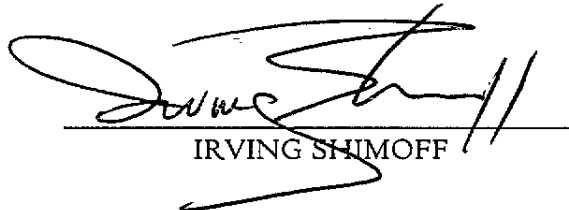
1. The name of the limited liability company is:

D.P. MONACO, L.L.C.

2. The name and address of the Registered Agent and Office is:

Irving Shimoff, Esq.
NationsBank Tower
100 Southeast 2nd Street
Suite 3920
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 stated 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.


IRVING SHIMOFF

Dated: August 27, 1999

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99 AUG 30 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA