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REPLY TO: BOCA RATON

August 23, 1999

E-MAIL: CRUBIN@FLORIDATAX.COM
or WWW.FLORIDATAX.COM

Florida Dept. Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Chorsi Holdings LLC
Our File No. 7367.005

900002970949--1
-08/26/99-01055-006
***337.50 ***337.50

Gentlemen:

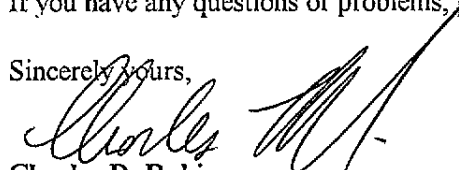
Enclosed for filing please find the following items:

- a. Articles of Organization for the referenced Florida limited liability company;
- b. Statement Designating Registered Agent and Office;
- c. Affidavit of Membership and Contributions; and
- d. Check for \$337.50 payable to Florida Department of State, for payment of \$250 filing fees, \$35 registered agent fee, and \$52.50 certified copy fee.

Please process the Articles and related documentation and forward the certified copy of the Articles to my office using the enclosed return envelope.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

cc: Reza Chorsi (w/ enc.)

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION OF

CHORSI HOLDINGS L.L.C.

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be CHORSI HOLDINGS L.L.C.

ARTICLE II

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Regulations of the Company.

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ARTICLE IV
PARTICIPATION

The participation ("Participation") of the initial members shall be as unanimously agreed to by the initial members in the Company Regulations or other writing of those members. The Participation of the members may be changed thereafter by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Regulations.

ARTICLE V
REGULATIONS

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

ARTICLE VI
DURATION AND DISSOLUTION

The Company shall continue until the first to occur of: (a) December 31, 2049, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 19493 Bayberry Circle, Hialeah, Florida 33018.

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ARTICLE VIII

MANAGEMENT AND MEMBERS

The Company shall be managed by the manager. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Regulations.

The initial manager of the Company, to serve until his successor is duly appointed and qualified is:

REZA CHORSI
19493 Bayberry Circle
Hialeah, Florida 33018.

The initial manager of the Company may be removed and replaced only upon the affirmative vote of 75% or more of the Participation interests of the members eligible to vote.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Company is 19493 Bayberry Circle, Hialeah, Florida 33018. and the name of its initial registered agent at such address is Reza Chorsi.

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ARTICLE X

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the

transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Regulations. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

ARTICLE XII

AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, rights to remove and replace the initial manager, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

ARTICLE XIII

INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla.Stats. §608.4363.

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The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of CHORSI HOLDINGS L.L.C.

Executed by the undersigned on 8-20, 1999.

X Reza Chorin
REZA CHORSI

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida

ss

County of Miami-Dade

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is CHORSI HOLDINGS L.L.C.

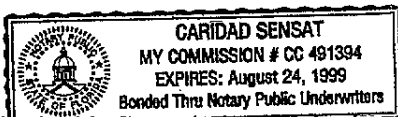
The name of the registered agent for CHORSI HOLDINGS L.L.C. is REZA CHORSI and the registered office of CHORSI HOLDINGS L.L.C. and such agent is 19493 Bayberry Circle, Hialeah, Florida 33018.

This statement is to acknowledge that, as indicated above, CHORSI HOLDINGS L.L.C. has appointed REZA CHORSI, as its registered agent to accept service of process for the company at the place designated above in this certificate. REZA CHORSI accepts this appointment as registered agent and agrees to act in this capacity. REZA CHORSI further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated: 8-20, 1999

X Reza Chorsi
REZA CHORSI

The foregoing instrument was acknowledged before me this 20 day of August, 1999,
by Reza Chorsi.



[Seal with Commission Expiration Date]

Caridad Sensat
Signature - Notary Public-State of Florida

Caridad Sensat
Print, type or stamp name of Notary Public

Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida

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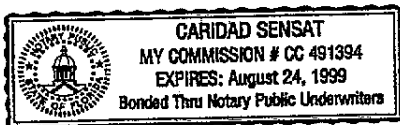
County of Miami-Dade

In compliance with Florida Statutes Section 608.407(2), the undersigned member of CHORSI HOLDINGS L.L.C. deposes and says:

1. The limited liability company identified above has one member.
2. The total amount of cash contributed by the members is \$10.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$5,000. This total includes the amounts from 2 and 3 above.

Reza Chorsi TTEE
REZA CHORSI, Trustee u/a/d February 25, 1999

The foregoing instrument was acknowledged before me this 20 day of August, 1999 by REZA CHORSI, Trustee u/a/d February 25, 1999, a member, on behalf of CHORSI HOLDINGS L.L.C., a limited liability company.



[Seal with Commission Expiration Date]

Caridad Sensat
Signature - Notary Public-State of Florida

Caridad SENSAT
Print, type or stamp name of Notary Public

Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____

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