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Law Offices
Laurence Feingold
Professional Association

Murray B. Weil, Jr.
of Counsel
Admitted in Florida & Massachusetts

July 14, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTN: New Filing Limited Liability Corporation

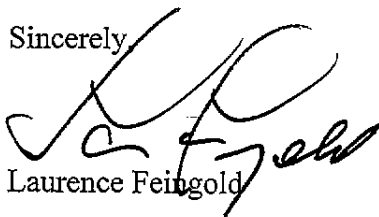
Dear Sir:

Enclosed is a check for the amount of \$346.25 for the enclosed Limited Liability Corporation. Please remit a certified copy of this document to the undersigned at:

407 Lincoln Road
Suite 708
Miami Beach, Florida 33139

Thank you for your cooperation in this matter.

Sincerely,


Laurence Feingold

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TALLAHASSEE, FLORIDA
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W99-16783

X include
Certified
Copy +
Cert. of Status
fee



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 1999

LAURENCE FEINGOLD
407 LINCOLN ROAD, STE 708
MIAMI BEACH, FL 33139

SUBJECT: MAZAL MANAGEMENT, LLC.
Ref. Number: W99000016783

We have received your document for MAZAL MANAGEMENT, LLC. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 699A00037290

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SECRETARY OF STATE

**ARTICLES OF ORGANIZATION
FOR
MAZAL MANAGEMENT, LLC**

ARTICLE I - NAME

The name of this limited liability company shall be: MAZAL MANAGEMENT, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 1800 NE 114 Street, Suite 2210, Miami, Florida 33181.

ARTICLE III - MANAGEMENT

The limited liability company is to be managed by a manager and the name and address of such manager, who is to serve as manager is: Michael Schneider at 1800 N.E. 114 Street, Suite 2210, Miami, Florida 33181. This limited liability company shall initially have one (1) manager. The number of managers of this company may be changed in accordance with the regulations of the company.

The initial manager shall serve until the first annual meeting of members or until his successor(s) is elected and qualified, or until his death or resignation.

ARTICLE IV - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is: Laurence Feingold at 407 Lincoln Road, Suite 708, Miami Beach, Florida, 33139.

ARTICLE VI - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

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ARTICLE VII – MEMBERS’ RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE VIII – AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14 day of July, 1999.


MICHAEL SCHNEIDER
Authorized Representative of the Members

CERTIFICATE DESIGNATING RESIDENT AGENT

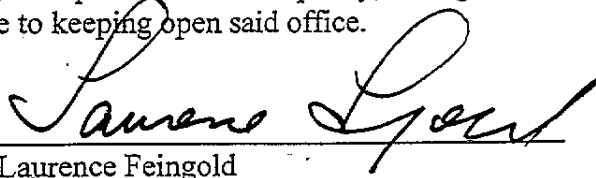
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MAZAL MANAGEMENT, LLC, desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named Laurence Feingold, located at 407 Lincoln Road, Suite 708, City of Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

By: 
Michael Schneider
Authorized Representative of the Members

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Laurence Feingold
Registered Agent

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SECRETARY OF STATE
CORPORATION DIVISION
JUL 15 1999
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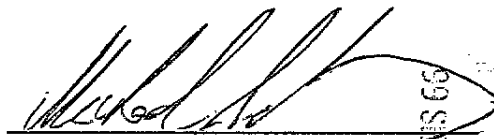
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

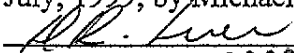
STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

The undersigned member of MAZAL MANAGEMENT, LLC, deposes and says:

- 1. The above named limited liability company has at least two members.
- 2. The total amount of cash contributed by the members is: \$10,000.00.
- 3. The agreed value of property other than cash contributed by member is \$400,000.00. The property described hereto is 925/935 Marseilles Drive, Miami Beach, Florida 33141.
- 4. The total amount of cash or property anticipated to be contributed by members is: \$100,000.00. this total includes amount from 2 and 3 above.

In accordance with Section 608.408 (3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Michael Schneider

The foregoing instrument was acknowledged before me on this 26 day of July, 1999, by Michael Schneider, who is known to me or who has produced  as identification and who has taken an oath.

MARIBELL BRETON
Notary Public - State of Florida
My Commission Expires Oct 19, 2000
Commission # CC 560651


NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

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