

L9900005793

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September 1, 1999

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-09/15/99--01017--005
*****43.75 *****43.75

VIA FIRST CLASS MAIL

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

200002978682--7
-09/03/99--01086--008
****302.50 ****302.50

RE: Articles of Organization
"ESP of Pompano, L.L.C."

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Organization, Affidavit of Limited Liability Company, and our check #3015 in the amount of \$302.50, made payable to the Department of State. This payment is broken down as follows:

Filing Fee	\$250.00
Certified Copy	8.75
Certificate of Status	8.75
Designation of Registered Agent	35.00
TOTAL:	\$302.50

Please return the certified copy to the attention of the undersigned in the self-addressed stamped envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

A. Angela Small

A. ANGELA SMALL

Encs.
:as

FILED
SEP 1 1999
TALLAHASSEE, FL
L99-5793

Name	29-5
Availability	
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Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION

FOR

ESP OF POMPANO, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is

ESP OF POMPANO, L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:
Attention: Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood,
Florida 33021.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021.

FILED
02 SEP 14 PM 5:00
CLERK OF DISTRICT COURT
HOLLYWOOD, FLORIDA

V.

ADDITIONAL MEMBERS

There shall be the right to admit additional Members to the Company provided that the consent of the majority of the Members is obtained.

VI.

CONTINUITY OF BUSINESS

There shall be the right to continue the business of the Company 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.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member whose name and address is:

Dennis J. Eisinger 4000 Hollywood Boulevard
Suite 265-S
Hollywood, Florida 33021

VIII.

SUBSCRIBER

The name and address of the person executing these Articles of Organization as Member and Manager is Dennis J. Eisinger, 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021.

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SEP 14 PM 5:00
CLERK OF STATE
HOLLYWOOD, FLORIDA

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


DENNIS J. EISINGER

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the County and State set forth above,
personally appeared DENNIS J. EISINGER, personally known to me, or who has
produced _____ as identification,
to be the person who, as Member and Manager, executed the foregoing Articles of
Organization of ESP OF POMPANO, L.L.C., and he acknowledged before me that he
executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the County and State last aforesaid, this 27th day of August, 1999.


NOTARY PUBLIC - State of Florida

Name of Notary - Please Print

My Commission Expires:




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CC SEP 14 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 27th DAY OF AUGUST, 1999.


Dennis J. Eisinger

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29 SEP 14 PM 5:00

CLERK OF SUPERIOR COURT
STATE OF WISCONSIN

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of ESP OF POMPANO, L.L.C., a Florida limited liability company (the "Company"), certifies as follows:

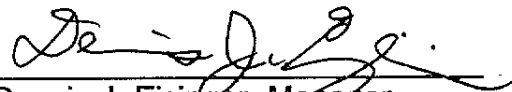
1. The Company has at least two (2) Members.
2. The amount of cash contributed by the Members to date is:

\$100,000.00
3. The property other than cash contributed by the Members is \$-0-.
4. The total additional amount anticipated to be contributed by the Members is \$2,000,000.00.

This 27th day of August, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By: 
Dennis J. Eisinger, Manager

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99 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA