

L99000005809

LUSTIG & CO., P.A.
ATTORNEYS AT LAW
825 PARKSIDE CIRCLE NORTH
BOCA RATON, FL 33486

Phone: (561) 750-9540

Fax: (561) 750-0954

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000002985240--7
-09/13/99-01100-010
***292.74 ***292.74

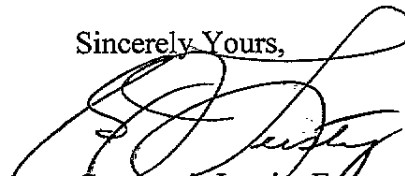
Re: Baron Capital Partners, LLC

September 7, 1999

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above referenced entity as well as a check in the amount of \$292.74 which represents the filing fee as well as the amount for receipt of certificate of status. Please return the certificate of status to the address indicated above.

Sincerely Yours,


Gregory J. Lustig, Esq.

FILED
99 SEP 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09-10-99

**ARTICLES OF ORGANIZATION
OF
BARON CAPITAL PARTNERS, L.C.**

Under the Florida Limited Liability Company Act

**ARTICLE I
NAME**

The name of this limited liability company is Baron Capital Partners, L.C. (the "Company").

**ARTICLE II
DURATION**

The period of duration for the Company is perpetual, except that the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminated the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

**ARTICLE III
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 825 Parkside Circle North, Boca Raton, FL 33486.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent in Florida is Gregory J. Lustig, 825 Parkside Circle North, Boca Raton, FL 33486.

**ARTICLE V
MANAGEMENT AND MEMBERS**

The Company is to be initially managed by a board of directors consisting of representatives of two corporate members and a third individual member. The persons who will serve as directors until the first annual meeting of members or until their successors are elected and qualified are:

Gregory J. Lustig
Richard K. Hollowell
Gabe Giulano

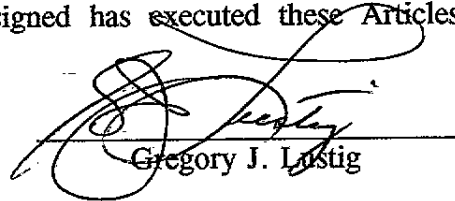
825 Parkside Circle North, Boca Raton, FL 33486
825 Parkside Circle North, Boca Raton, FL 33486
16 Liberty Ridge Terrace, Totowa, New Jersey 07512

FILED
99 SEP 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members upon the written consent of a majority in interest of the existing members and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on Sept 1, 1999.



Gregory J. Lustig

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Baron Capital Partners, L.C., at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties and I am familiar with and accept the obligations as registered agent.

Dated: Sept 1, 1999

By: 

Gregory J. Lustig

FILED
99 SEP 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

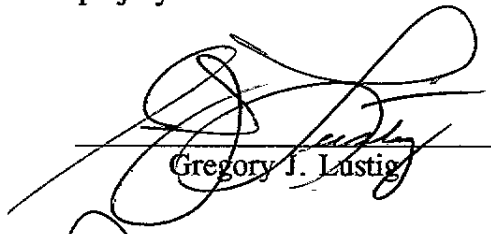
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

FILED
99 SEP 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member of Baron Capital Partners, L.C., deposes and says:

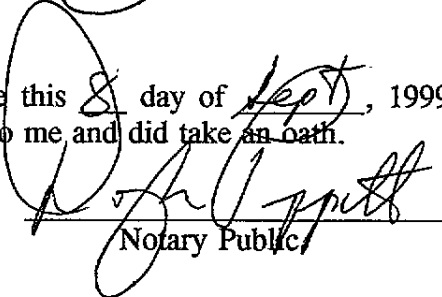
1. The total amount of cash contributed by members is \$ 4000.00.
2. The members are not contributing property other than cash to the limited liability company.
3. The total amount of cash and property anticipated to be contributed by members is \$4000.00.
4. The above limited liability company has at least one member

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




Gregory J. Lustig

SWORN AND SUBSCRIBED before me this 8 day of Sept, 1999 by
_____, who is personally known to me and did take an oath.



Notary Public

My commission expires:

 Douglas Pippitt
Commission # 00603632
Expires Nov. 24, 2000
Bonded Through
Atlantic Bonding Co., Inc.