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September 17, 1999

VIA OVERNIGHT COURIER

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

900002990739--2
-09/20/99-01063--009
*****675.00 *****337.50

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of
Articles of Organization of:


1. Pilot Asset Management Group, L.L.C., and
2. Freedman Financial Group, L.L.C.

Also enclosed please find a check in the amount of \$675 to cover
both filing fees and fees for a certified copy. Please mail the
certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.


Marc S. Woolf
MSW/ads

cc: Craig L. Freedman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP
9-23-99

**ARTICLES OF ORGANIZATION
OF
PILOT ASSET MANAGEMENT GROUP, L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes, as follows:

ARTICLE I

The name of this limited liability company is PILOT ASSET MANAGEMENT GROUP, L.L.C. (the "Company").

ARTICLE II

The Company shall have perpetual existence from the date of filing these Articles with the Florida Department of State, unless sooner terminated as provided in the Company's Regulations.

ARTICLE III

The mailing and street address of the principal place of business of the Company is 1877 S. Federal Hwy., Boca Raton, FL 33432. The Company may, in its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of the Company are Craig L. Freedman, 1877 S. Federal Hwy., Boca Raton, FL 33432

ARTICLE V

Management of the Company shall be vested in the managers, who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified to serve as provided in the Regulations. The name and mailing address of each manager are as follows:

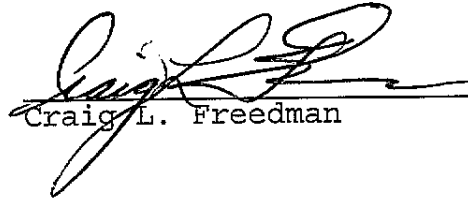
Name	Address
Craig L. Freedman	1877 S. Federal Hwy., Boca Raton, FL 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The business of the Company shall be dissolved 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, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of the Company.

IN TESTIMONY WHEREOF, the undersigned have hereunto set their names this 16 day of September, 1999.


Craig L. Freedman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF
PILOT ASSET MANAGEMENT GROUP, L.L.C.**

COMES NOW PILOT ASSET MANAGEMENT GROUP, L.L.C., a Florida limited liability company (the "LC"), by a member, CRAIG L. FREEDMAN, which, pursuant to Florida Statutes Section 608.407(2) deposes and says:

1. The LC has at least one (1) member.
2. The amount of capital contributed by the initial members is one hundred dollars (\$100.00) paid in cash.
3. The total anticipated amount of the capital contributions of the members is one hundred dollars (\$100.00).

FURTHER AFFIANT SAYETH NOT.

Dated: September 16, 1999.


CRAIG L. FREEDMAN

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TALLAHASSEE, FLORIDA

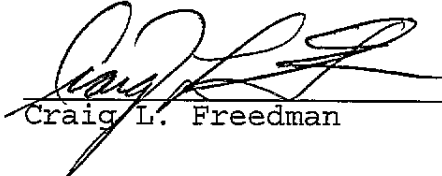
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 of the Florida Statutes, the following is submitted:

That PILOT ASSET MANAGEMENT GROUP, L.L.C., a Florida limited liability company, with its registered office at 1877 S. Federal Hwy., Boca Raton, FL 33432, has named Craig L. Freedman at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.



Craig L. Freedman

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TALLAHASSEE, FLORIDA