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To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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**LIMITED LIABILITY COMPANY**

pinecrest development company llc

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
OF  
PRIER LLC

Pursuant to the appropriate provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, the undersigned limited liability company, Pinecrest Land Company LLC (the "Company") adopts the following Articles of Organization by unanimous consent of all members entitled to vote on this matter.

ARTICLE I - NAME

The name of the Company is PRIER LLC

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the members.

ARTICLE IV - ADDRESS

The mailing and street address of the Company is 7534 SW 77th Avenue, Pinecrest, FL 33143.

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the name and addresses of the managing members are:

Ieri, Inc.  
7534 SW 77th Avenue  
Pinecrest, FL 33143

J & JP Funding Corp.  
PO Box 432160  
South Miami, FL 33243

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions are that the members must unanimously approve the admission of additional members and the terms under which they will be admitted.

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Prepared by:

Steven H. Naturman, Esq.  
Naturman & Joblove, P.A.  
9500 S. Dadeland Blvd., Ste. 610  
Miami, Florida 33156  
(305) 670-8353  
Florida Bar No. 709920

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ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company can continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the terms and conditions as provided in the Company Regulations.

ARTICLE VIII - REGISTERED AGENT

The Registered Agent of the Company is Steven H. Naturman, Esq., Naturman & Joblove, P.A., 9500 South Dadeland Boulevard, Suite 610, Miami, FL 33156.

ARTICLE IX - MEMBER PROPERTY

Private property of the members shall not be subject to the payment of the Company's debts.

We, the undersigned, as the members of the Company agree, adopt, approve and consent to the above Articles of Organization this 21 day of Sept., 1999.

PRIERI LLC

IERI, INC. (MEMBER)

By:   
Piero Trinchero, President

J & JP FUNDING CORP. (MEMBER)

By:   
Jeffrey Prussin, President

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**CERTIFICATE OF DESIGNATION AND CONSENT OF REGISTERED AGENT  
FOR PINECREST DEVELOPMENT COMPANY LLC**

The undersigned, hereby submits his consent to serve as registered agent  
for PRIER LLC (the "Company")  
Steven H. Naturman, located at Naturman & Joblove, P.A., 9500 South Dadeland  
Boulevard, Suite 610, Miami-Dade County, Florida 33156, HAVING BEEN NAMED AS  
REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO  
ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 

Steven H. Naturman

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONSThe undersigned members of PRIER LLC (the

"Company") depose and say:

1. The Company has at least two (2) members.
2. The total amount of cash contributed by the members is as follows:  

J & JP Funding Corp.:	\$100.00
Ieri, Inc.:	\$100.00
3. The agreed value of the property other than cash contributed by the

members is:

J & JP Funding Corp.:	0
Ieri, Inc.:	0

4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes amounts from 2 and 3 above.

IERI, INC. (MEMBER)

By:   
Piero Trinchero, President

J &amp; JP FUNDING CORP. (MEMBER)

By:   
Jeffrey Prussin, President

The execution of this affidavit is made in accordance with Fla. Stat. § 608.408(3) and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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