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DIVISION OF CORPORATIONS
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September 17, 1999

Secretary of State
Florida Division of Corporations
Annual Reports Section
409 East Gaines Street
Tallahassee, Florida 32399

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-09/20/99--01087--011
****337.50 ****337.50

RE: CAMELOT HOLDINGS, L.C.
SS&S FILE NO. tbd

Dear Sirs:

Enclosed please find the following documents for recording with the Secretary of State's office to create the limited liability company called Camelot Holdings, L.C.:

1. ARTICLES OF ORGANIZATION;
2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE; and
3. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS.

We enclose check number 10829 in the amount of \$337.50 representing the filing fee of \$285.00 and the request that you send us a certified copy of the Articles of Organization (reflecting an additional amount of \$52.50). We enclose a self addressed stamped envelope for your convenience.

Please contact our lawyer, Terri Sonn a 305/576-1300 if you have any questions or concerns.

Very truly yours,

Camelot Holdings, L.C.
To be formed

AL

By:

Babara Dinaburg
Babara Dinaburg

**ARTICLES OF ORGANIZATION
OF
CAMELOT HOLDINGS, L.C.**

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be CAMELOT HOLDINGS, L.C. (the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address is 13 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE III

DURATION

The period of the Company's duration shall be perpetual.

ARTICLE IV

NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The Company's initial Registered Agent and Registered Office in the State of Florida shall be: Camelot Personal Services Co., Inc., 13 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to

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time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The names and addresses of the members are as follows Barbara Dinaburg, 4774 Orchard Lane, Delray Beach, Florida 33445 and Susan Tippet, 770 N.E. 69th Street, Miami, Florida 33138.

ARTICLE IX

REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with or these Articles of Organization.

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ARTICLE X

COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Barbara Dinaburg
BARBARA DINABURG

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 17th day of September, 1999, by BARBARA DINABURG, to me personally known or produced _____ identification.

 NANCY MESA
COMMISSION # CC747926
EXPIRES JUN 08, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Nancy Mesa
Notary Public - State of Florida
NANCY MESA
Printed name of Notary Public

NOTARY PUBLIC
Title
CC747926
Serial number

My Commission Expires: 06-08-02

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the Undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the limited liability company is Camelot Holdings, L.C.
2. The name and address of the registered agent and office is:
Camelot Personal Services Co., Inc.
13 Fisher Island Dr.
Fisher Island, Florida 33109

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, we 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 our duties, and we are familiar with and accept the obligations of our position as registered agent.

Camelot Personal Services Co., Inc.

By: Barbara Dinaburg
Barbara Dinaburg, President

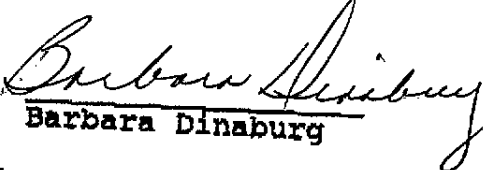
Dated : 9/17/99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Camelot Holdings, L.C. deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by both members is \$ 10,000.00.
3. The agreed value of the property contributed by the members is \$ 00.00.
4. Further contributions are anticipated in the amount of \$13,000.00.


Barbara Dinaburg

In accordance with Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the fact stated herein are true.

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