L99000006457

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 400867 11576A

AUTHORIZATION : Patricia Pizzo

COST LIMIT : $ 155

ORDER DATE : October 6, 1999

ORDER TIME : 12:08 PM

700003007437--4

ORDER NO. : 400867-005

CUSTOMER NO: 11576A

CUSTOMER: Peter H. Leavy, Esq
KING, LEAVY & LANCASTER
KING, LEAVY & LANCASTER
Suite 301
5975 Sunset Drive
South Miami, FL 33143

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 AM 9:47

DOMESTIC FILING

NAME: THE STAHL GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
99 OCT -6 PM 12:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: MJH

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is THE STAHL GROUP, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 600 N.E. 25 Avenue, Hallandale, Florida, 33009.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is David Stahl, 600 N.E. 25 Avenue, Hallandale, Florida, 33009.

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company, other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI- MEMBERS RIGHTS TO CONTINUE BUSINESS

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 Limited Liability Company, unless the business of the company is continued by the consent of all the remaining members.

Signature of a member or an
authorized representative of
a 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 herein are true.)

David Stahl
Typed or printed name of signee

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of Limited Liability Company is THE STAHL GROUP, L.L.C.

2. The name and the Florida street address of the Registered Agent are:

PETER H. LEAVY, ESQUIRE
5975 Sunset Drive
Suite 301
South Miami, FL 33143

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, 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.

Peter H. Leavy

PETER H. LEAVY