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Louis C. Anderson
ATTORNEY AT LAW

November 3, 1999

Via Federal Express

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/04/99-01080-014
***155.00 ***155.00

Re: *Filing of the Articles of Organization for
THE LAUDERDALE GROUP, LC*

Dear Sir or Madam:

I am enclosing the following for the purpose of establishing THE LAUDERDALE GROUP, LC:

1. Articles of Organization
2. Certificate of Designation of Registered Agent
3. Our Trust account check in the amount of \$155.00 representing the filing fee, certified copy fee and Designation of Registered Agent fee.

Please file the Articles and return the certified copy to this office. Thank you for assistance.

Sincerely,

LAW OFFICE OF LOUIS C. ANDERSON

Catherine A. Ouellette

CATHERINE OUELLETTE
Legal Assistant

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TALLAHASSEE, FLORIDA

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Articles of Organization of The Lauderdale Group, LC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I Name

The name of the limited liability company is The Lauderdale Group, LC

Article II Company Existence

The Company's existence shall be perpetual and shall be effective upon filing of these Articles of Organization with the Florida Department of State.

Article III Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units The Lauderdale Group, LC is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Limit on Number of Members. All of the Company's issued units shall be held of record by not more than thirty-five persons.

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Section E. No Public Offering of Units. The Company shall make no public offering of any of its units which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

Section F. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section G. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Company is 2400 Del Lago Drive, Ft. Lauderdale, Florida 33316, and the name of its initial Registered Agent at such address is Pat Friedman.

Article V **Principal Office**

The mailing address and street address of the principal office of the Company is 2400 Del Lago Drive, Ft. Lauderdale, Florida 33316.

Article VI **Organizer**

The name and address of the organizer is:

Pat Friedman
2400 Del Lago Drive
Ft. Lauderdale, Florida 33316

The organizer is a natural person over the age of twenty-one years.

Article VII **Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which

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companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII **Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until her successor is elected and qualified, is:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	Pat Friedman 2400 Del Lago Drive Ft. Lauderdale, Florida 33316

Article IX **Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the

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Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X

Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

Article XI

Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Article XII

Admission Of New Members

Members of the Company have the right to admit new members. Additional members may be admitted upon the approval of a majority interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

Article XIII

Members' Rights To Continue Business

The remaining Members may continue Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which

Article XIV

Informal Action Of Members

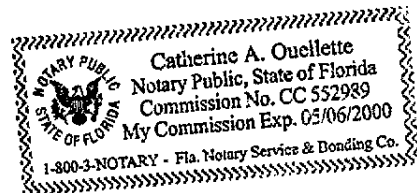
Dated November 3, 1999.

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Catherine A. Ouellette
Notary Public in and for
said State

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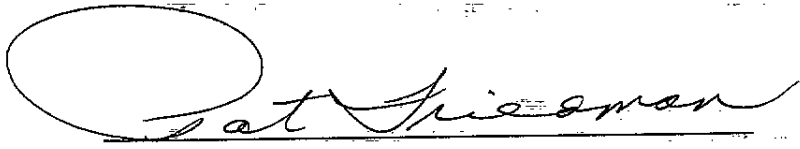
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: THE LAUDERDALE GROUP, LC
2. The name and the Florida street address of the registered agent are:

<u>NAME</u>	<u>Florida street address (P. O. Box NOT ACCEPTABLE)</u>
Pat Friedman	2400 Del Lago Drive Ft. Lauderdale, Florida 33316

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.


PAT FRIEDMAN

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Filing Fee: \$ 25 for Designation of Registered Agent