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Bosso, Bosso & Pardo, P.A.

Attorneys at Law

November 10, 1999
WILLIAM J. BOSSO, JR.
ANGELO PARDO

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Division of Corporations
409 East Gaines Street
Tallahassee, Florida

RE: SOUTHERN COURT, LLC.
Articles of Organization

Enclosed you will please find the original and 2 copies of the Articles of Organization, SOUTHERN COURT, LLC.

Also enclosed is our firm's check in the amount of \$155.00. The \$155.00 is for the filing fee and an additional \$30.00 for you to provide me with a Certified copy of the Articles of Organization. I am also enclosing a stamped self-addressed envelope for mailing.

Sincerely,


Kyle Dickson, assistant
to ANGELO PARDO, Esq.

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ARTICLES OF ORGANIZATION
OF
SOUTHERN COURT, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be

SOUTHERN COURT, L.L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3301 Broadway, Riviera Beach, Florida 33404

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Angelo Pardo, Esquire
2428 Broadway
Riviera Beach, Florida 33404

The aforementioned agent Angelo Pardo will act written command signed by Christos Giovanis.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company

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except with the unanimous written consent of all 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 VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the retirement, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

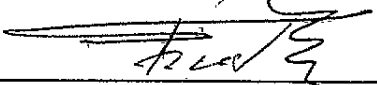
ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Christos Giovanis 98% Percent	3301 Broadway Riviera Beach, FL 33404
Yovanis Enterprises, Inc. 2% Percent	3301 Broadway Riviera Beach, FL 33404

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Riviera Beach, Florida, on this day of October, 1999


CHRISTOS GIOVANIS


YOVANIS ENTERPRISES, INC.
by: CHRISTOS GIOVANIS, PRESIDENT

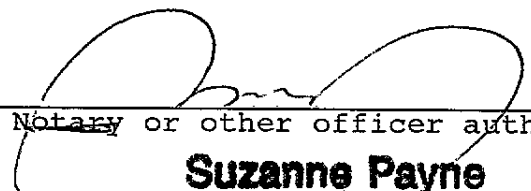
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REPUBLIC OF GREECE
PROVINCE OF ATTICA
CITY OF ATHENS
EMBASSY OF THE
UNITED STATES OF AMERICA

COUNTRY: GREECE
CITY: ATHENS

PERSONALLY appeared before me, CHRISTOS GIOVANIS,
who being duly sworn, on oath deposes and says that he
signed above instrument for the uses and purposes
therein contained.

SWORN TO AND SUBSCRIBED before me, this 4th day of
October, 1999.


Notary or other officer authorized

Suzanne Payne
Consul of the United
States of America

My commission expires:

INDEFINITE

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SOUTHERN COURT, L.L.C., as the registered agent of this limited liability company, hereby consents to place designated in the articles or organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



ANGELO PARDO, Registered Agent

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EXHIBIT "A"

98% percent Capital Contribution
Cristos Giovanis

Real Estate 3101 Broadway, Riviera Beach, Florida
Value \$850,000.00

2% percent Capital Contribution
Yovanis Enterprises, Inc.
Promissory Note \$17,347.00 payable to Southern Court, LLC.

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