

L99000008543

LAW OFFICE OF
MICHAEL P. GABLE

PRESIDENTIAL CIRCLE
4000 HOLLYWOOD BOULEVARD, SUITE 735 SOUTH TOWER
HOLLYWOOD, FLORIDA 33021-6755

MICHAEL P. GABLE
MICHAEL HEIDT

ANGELA JOHNSON, OFFICE MANAGER

BROWARD (954) 966-2501
MIAMI-DADE (305) 374-4344
FAX (954) 964-2294
E-MAIL: mpglaw@bellsouth.net

December 2, 1999

MJH

Florida Department of State
Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

600003062456--7
--12/07/99--01017--003
****130.00 ****130.00

Re: Articles of Organization of Pay Door Systems, L.L.C.

Dear Sirs:

Enclosed please find an original and a copy of Articles of Organization of Pay Door Systems, L.L.C. Also enclosed is our check in the amount of \$130.00 to cover your fees for the filing of the articles, designation of registered agent and a certificate of status. After filing the original articles, please return a date stamped copy of the articles to this office at the above referenced address along with the certificate of status.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your anticipated cooperation.

Very truly yours,



Michael Heidt
MH:lb
Enclosures as stated

C:\Wp8\Brant\Pay Door\ltr Sec State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 3:51

**ARTICLES OF ORGANIZATION
OF
PAY DOOR SYSTEMS, L.L.C.**

99 DEC -6 PM 3:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

ARTICLE I -- NAME

The name of the limited liability company shall be Pay Door Systems, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3840 North 38th Avenue, Hollywood, Florida 33021.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed with 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 Michael P. Gable, 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, Florida 33021-6755.

ARTICLE V -- MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. This operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Hollywood, Florida, on this 2 day of December, 1999.



Benjamin Brant, Member

(In accordance with § 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

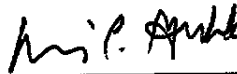
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: Pay Door Systems, L.L.C.
2. The name and address of the registered agent and office is:

Michael P. Gable
4000 Hollywood Boulevard, Suite 735 South Tower
Hollywood, Florida 33021-6755

Having been named as registered agent 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.



Michael P. Gable, Registered Agent

12/2/99

Date