

L99000008911

STEVEN K. BAIRD, P.A.

ATTORNEY AT LAW

6301 Biscayne Boulevard

Suite 208

Miami, Florida 33138

phone (305) 757-6755

fax (305) 757-6756

e-mail skbaird@compuserve.com

December 10, 1999

Via U.S. mail

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

800003067538--5

-12/13/99-01072-016

***125.00 ***125.00.

MJH

Re: Worth, L.L.C.

Ladies and Gentlemen:

Enclosed are the original and one copy of the articles of organization to be filed for Worth, L.L.C. Also enclosed is our check in the amount of \$125.00, for the filing fee and for the registered agent designation.

Thank you very much for your assistance with this. Please contact the undersigned if you have any questions.

Very truly yours,


Steven K. Baird

cc: Rodney B. Richardson/
Kirk Bardole

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 13 AM 9:45

**ARTICLES OF ORGANIZATION
OF
WORTH, L.L.C.**

The undersigned member, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company shall be Worth, L.L.C.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company shall be 937 Michigan Avenue, Suite 1, Miami Beach, Florida, and the mailing address of the limited liability company shall be 937 Michigan Avenue, Suite 1, Miami Beach, Florida 33139.

**ARTICLE III
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Steven K. Baird, Esq.
6301 Biscayne Boulevard, Suite 208
Miami, Florida 33138

**ARTICLE IV
MANAGEMENT**

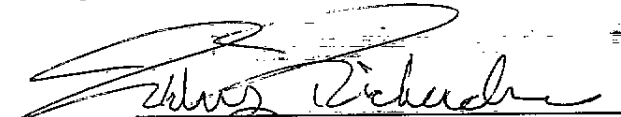
The limited liability company shall be managed by the members.

AFFIRMATION OF MEMBERS

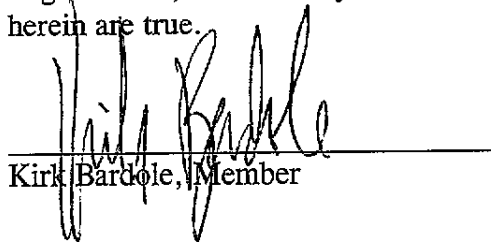
I, Rodney B. Richardson, am a member of the limited liability company formed by these Articles of Organization, and I hereby affirm and certify under penalty of perjury that the facts

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contained herein are true.

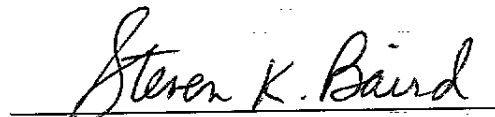

Rodney B. Richardson, Member

I, Kirk Bardole, am a member of the limited liability company formed by these Articles of Organization, and I hereby affirm and certify under penalty of perjury that the facts contained herein are true.


Kirk Bardole, Member

ACCEPTANCE OF REGISTERED AGENT

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.


Steven K. Baird, Registered Agent
December 9, 1999

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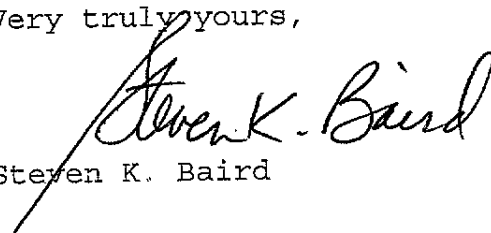
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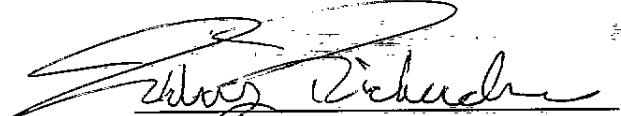
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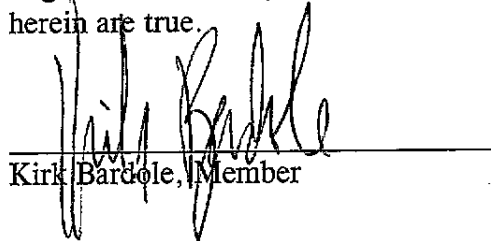
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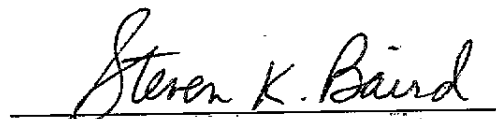

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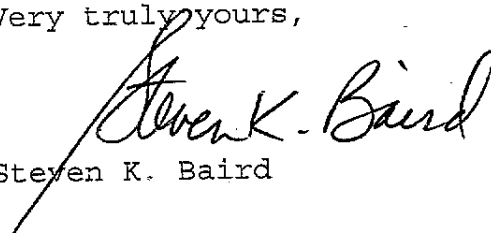
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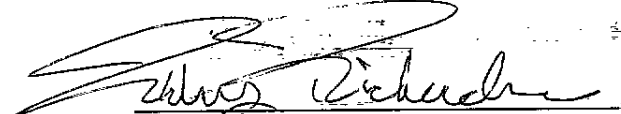
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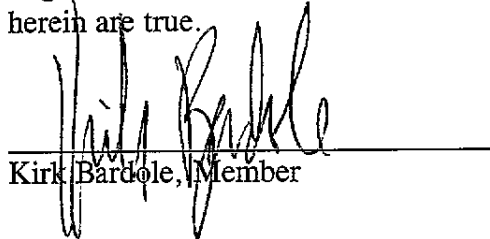
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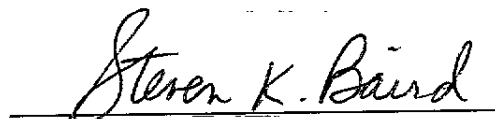

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