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December 14, 1999

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003071577-8

-12/15/99-01086-005

****125.00 ****125.00


Re: Belaco of Florida, L.L.C.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Organization for the above corporation, together with our check in the amount of \$125.00 for the filing fee and registered agent fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures
cc: Clara Nevai

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TALLAHASSEE, FLORIDA

SL

**ARTICLES OF ORGANIZATION
OF
BELACO OF FLORIDA, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME

The name of this limited liability company is BELACO OF FLORIDA, L.L.C.

ARTICLE II - DURATION

This limited liability company shall exist until December 31, 2049 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the member.

ARTICLE III - ADDRESS

The mailing address and street address of this limited liability company is 100 Sunrise Avenue, Apartment 503, Palm Beach, Florida 33480.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this limited liability company at that address is M. Timothy Hanlon.

ARTICLE V - EXERCISE OF POWERS AND MANAGEMENT

Management of this limited liability company is reserved to its member, whose name and address is as follows:

Clara Nevai
100 Sunrise Avenue
Apartment 503
Palm Beach, Florida 33480

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99 DEC 15 PM 2:19
CLARA NEVAI
100 SUNRISE AVE
PALM BEACH, FL 33480

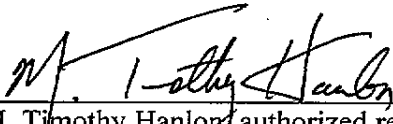
ARTICLE VI - REGULATIONS

The power to adopt, alter, amend or repeal Regulations shall be vested in the member, and any Regulations must be in writing and signed by all of the Members.

ARTICLE VII - AMENDMENT


This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, upon the consent by at least seventy-five percent of the membership interests.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned member or authorized representative of a member of the limited liability company, executed these Articles of Organization this 14th day of December, 1999.


M. Timothy Hanlon, authorized representative
of Clara Nevai, a Member

Acceptance of Designation

The undersigned, M. Timothy Hanlon, hereby accepts the designation of himself as registered agent for Belaco of Florida, L.L.C. and agrees to serve in compliance with all applicable Florida Statutes.


M. Timothy Hanlon

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