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CLYATT & RICHARDSON

PROFESSIONAL ASSOCIATION

1551 FORUM PLACE • SUITE 300-F

WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR
KEVIN F. RICHARDSON

TELEPHONE (561) 471-9600
FACSIMILE (561) 471-9655

November 9, 1999

W99-26470

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

000003044650--3
-11/15/99--01129--011
****125.00 ****125.00

Re: William C. Greene Creative Sales Group, L.L.C.

Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Articles of ^{organization} ~~Incorporation~~ for the above-named corporation. In addition, a check in the sum of ~~\$122.50~~ ^{\$125.00} is enclosed.

Please file the original Articles of ^{organization} ~~Incorporation~~ and return a ~~certified copy~~ to the undersigned.

Your prompt attention to this matter would be appreciated.

MJH

Very sincerely,

KFR

KEVIN F. RICHARDSON

KFR/kmb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 1:40



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 1999

KEVIN F. RICHARDSON
CLYATT & RICHARDSON
1551 FORUM PLACE, SUITE 300-F
WEST PALM BEACH, FL 33401

SUBJECT: WILLIAM C. GREENE CREATIVE SALES GROUP
Ref. Number: W99000026470

We have received your document for WILLIAM C. GREENE CREATIVE SALES GROUP and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

X The registered agent must sign accepting the designation. See *FaB*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 599A00055178

RECEIVED NOV 22 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 2, 1999

KEVIN F. RICHARDSON
CLYATT & RICHARDSON
1551 FORUM PLACE, SUITE 300-F
WEST PALM BEACH, FL 33401

SUBJECT: WILLIAM C. GREENE CREATIVE SALES GROUP
Ref. Number: W99000026470

We have received your document for WILLIAM C. GREENE CREATIVE SALES GROUP and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 599A00055178

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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION
FOR
WILLIAM C. GREENE CREATIVE SALES GROUP, L.L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be William C. Greene Creative Sales Group, L. L. C.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing and street address is 2930 Okeechobee Blvd., West Palm Beach, FL.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Kevin F. Richardson, Esquire, Clyatt & Richardson, P.A., 1551 Forum Place, Suite #300-F, West Palm Beach, Florida, 33401.
5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the written application of such new Additional Member, in the manner set forth in the Regulation of this Company.
6. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company.

Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

<u>Names</u>	<u>Addresses</u>
Gordon J. Jacobs (33.1/3 %)	2930 Okeechobee Blvd. West Palm Beach, FL 33409
Phillip S. Haberman (33.1/3 %)	962 Northlake Blvd., Ste. 200 Lake Park, FL 33403
Charles A. Frey (33.1/3 %)	Same as above.

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by a majority in interest vote of the Members.

12. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations and Principals' and Members' Agreement. The Transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

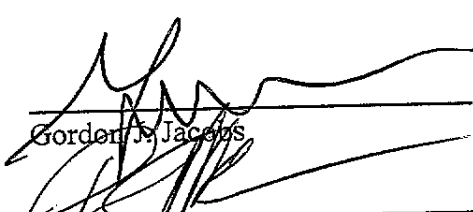
(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

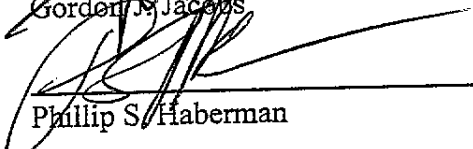
(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the company.

14. Members' rights are further governed by a Principals' and Members' Agreement on file at the Company's office.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals as of this 31 day of August, 1999.


Gordon M. Jacobs


Phillip S. Haberman


Charles A. Frey

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



Kevin F. Richardson