

L 99000009188



ACCOUNT NO. : 072100000032

REFERENCE : 529069 7159131

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 125

ORDER DATE : December 24, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 529069-005

CUSTOMER NO: 7159131

CUSTOMER: Mr. Irving Shimoff
IRVING SHIMOFF, ESQ.
IRVING SHIMOFF, ESQ.
Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

300003080053--3

DOMESTIC FILING

NAME: EPS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

12/27
FILED
99 DEC 27 AM 10:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 DEC 27 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

EPS, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is EPS, L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., NationsBank Tower, 100 Southeast 2nd Street, Suite 3920, Miami, Florida 33131.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of managing member is:

Irving Shimoff
NationsBank Tower
Suite 3920
100 S.E. 2nd Street
Miami, Florida 33131

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ARTICLE V - Members Rights to Continue Business

The remaining members of the Company shall have the right to 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.

ARTICLE VI - Commencement

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization this 23 day of December, 1999.


IRVING SHIMOFF

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TALLAHASSEE FLORIDA

CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

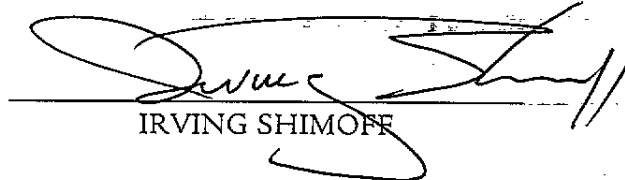
1. The name of the limited liability company is:

EPS, .L.C.

2. The name and address of the Registered Agent and Office is:

Irving Shimoff, Esq.
NationsBank Tower
100 Southeast 2nd Street
Suite 3920
Miami, Florida 33131.

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


IRVING SHIMOFF

Dated: December 23, 1999

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