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OUR FILE NUMBER:

April 3, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001462631
-04/21/95--01080--002
***337.50 ***337.50

Re: B.R.S. REALTY, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

Filing Fee	\$250.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL:	<u>\$337.50</u>


Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & BAUMEL, P.A.

John J. Raymond, Jr.
John J. Raymond, Jr.

Enclosures

4/26/95


ARTICLES OF ORGANIZATION

OF

B.R.S. REALTY, L.C.

The undersigned acting as organizer of B.R.S. REALTY, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be B.R.S. REALTY, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be 4800 N. Federal Highway, Suite 300, Boca Raton, FL 33431. The name and address of the LLC's initial registered agent shall be Jeff M. Brown, Esq., located at 4800 N. Federal Highway, Suite 300, Boca Raton, FL 33431.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Jeff M. Brown	\$500.00
Kenneth J. Ronan	\$500.00
Stuart E. Soff	\$500.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The management of the limited liability company shall be reserved to the members. The members and their addresses are as follows:

Jeff M. Brown
4800 N. Federal Highway
Suite 300
Boca Raton, FL 33431

Kenneth J. Ronan
4800 N. Federal Highway
Suite 300
Boca Raton, FL 33431

Stuart E. Soff
4800 N. Federal Highway
Suite 300
Boca Raton, FL 33431

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 12 day of April, 1995.

By: 

Jeff M. Brown

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B.R.S. REALTY, L.C., deposee and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,500.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

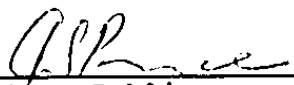


Jeff M. Brown

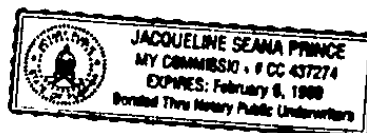
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEECH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jeff M. Brown, to me known to be the person described in and who executed the foregoing Articles of Organization of B.R.S. REALTY, L.C., and he acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 12 day of April, 1995.



Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 and 608.507, **Florida**
Statutes, the following is submitted:

That B.R.S. REALTY, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 4800 N. Federal Highway, Suite 300, Boca Raton, FL 33431 has named Jeff M. Brown located at 4800 N. Federal Highway, Suite 300, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Jeff M. Brown