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LAW OFFICES OF
VOGEL, DAVIS & VOGEL, P.A.

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January 6, 2000

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

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****125.00 ****125.00

Re: Northbrook Plaza Ventures, L.C.

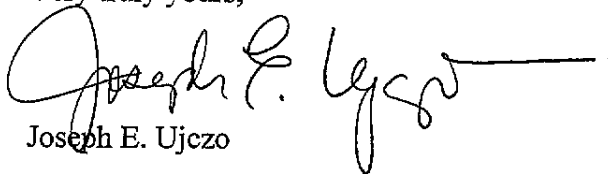
Dear Sirs,

Enclosed please find the original and one copy of the Articles of Organization of Northbrook Plaza Ventures, L.C. Also enclosed is our check for filing fees in the amount of \$125.00.

Please register this entity as a Florida Limited Liability Company and issue a letter of acknowledgment for my records.

Thank you for your assistance in this matter.

Very truly yours,


Joseph E. Ujcz

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00 JAN 11 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
NORTHBROOK PLAZA VENTURES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be NORTHBROOK PLAZA VENTURES, L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3936 Tamiami Trail North, Suite B, Naples, Collier County, Florida.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is KAY SCHUMACHER, 3936 Tamiami Trail North, Suite B, Naples, Collier County, Florida.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.


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TALLAHASSEE, FLORIDA

ARTICLE VII -- MANAGEMENT

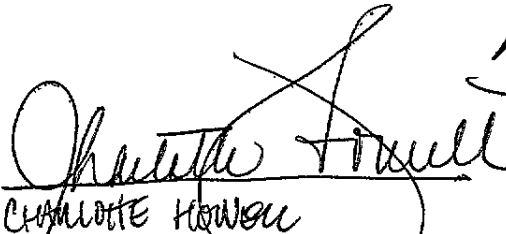
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Kay Schumacher	3936 Tamiami Trail North Suite B Naples, FL 34103
Brian Howell Charlotte Howell	181 Sharwood Drive Naples, FL 34110

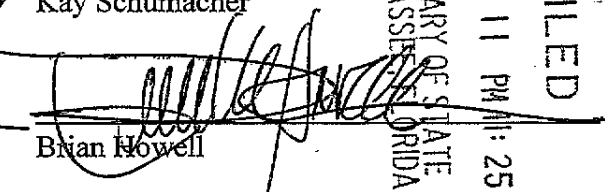
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Collier County, Florida, on December ____, 1999. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Kay Schumacher



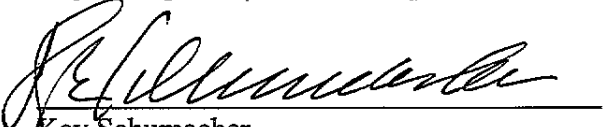
Charlotte Howell



Brian Howell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 obligation of my position as registered agent as provided for in Chapter 608, F.S..



Kay Schumacher