

L97000000852



ACCOUNT NO. : 072100000032
REFERENCE : 487377 4810042
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 6, 1997
ORDER TIME : 10:13 AM
ORDER NO. : 487377-005
CUSTOMER NO: 4810042

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-08/07/97--01060--005
****337.50 ****337.50

CUSTOMER: Randal C. Fairbanks, Esq
MARKS GRAY CONROY & GIBBS

First Union Bank Building
1200 Riverplace Blvd, Ste 800
Jacksonville, FL 32207

FILED
97 AUG - 6 PM 3: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: 1997 M.L.E., L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS: _____

RECEIVED
97 AUG - 6 PM 12: 18
DIVISION OF CORPORATION

6. SN .AUG - 6 1997

7

ARTICLES OF ORGANIZATION

OF

1997 M.L.E., L.C.

FILED
97 AUG -6 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "1997 M.L.E., L.C.", ("Company"). The principal place of business of the Company in Florida and its mailing address shall be 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233.

ARTICLE II - 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 terminate not later than the date which is thirty (30) years from the date these Articles of Organization are filed by the Florida Department of State unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Paul S. Ferber, 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233.

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 upon such terms and conditions as shall be determined by all the members.

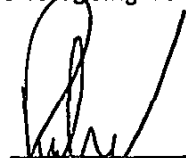
ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority in interest of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Paul S. Ferber, 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233, who shall serve until the first annual meeting of members or until his successor is elected and qualifies.

In Witness Whereof, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 5th day of August, 1997.



Paul S. Ferber

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of August, 1997, by Paul S. Ferber, as Manager of the above-named limited liability company. Paul S. Ferber is personally known to me or has produced _____ as identification and did take an oath.



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

NOTARY PUBLIC:

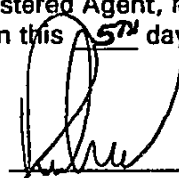
sign Randal C. Fairbanks

print _____
My Commission No. _____
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 608.415, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon 1997 M.L.E., L.C., a limited liability company organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Company, which Registered Office is located at 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 5th day of August, 1997.



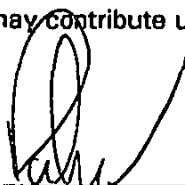
Paul S. Ferber
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF 1997 M.L.E., L.C.**

Before me, the undersigned authority, personally appeared Paul S. Ferber, a member of 1997 M.L.E., L.C. (the "Company"), who being by me first duly sworn, deposes and says:

1. That the Company has at least two members.
2. No cash has been contributed by the members as of the date hereof.
3. The members have not contributed property other than cash to the Company.
4. It is anticipated that the members may contribute up to \$50,000.00 of cash or property to the Company.



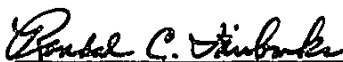
Paul S. Ferber

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 5TH day of August, 1997, by Paul S. Ferber.



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.



Print: _____
Notary Public, State of Florida
My Commission expires: _____
Commission No.: _____

Personally Known _____
Produced Identification _____
Type: _____

FILED
91 AUG - 6 11:30 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA