L97000001377

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 624102 81505A

AUTHORIZATION :

COST LIMIT : PPD

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TALLAHASSEE FLORIDA

ORDER DATE : December 5, 1997

ORDER TIME : 11:50 AM

ORDER NO. : 624102-005

CUSTOMER NO: 81505A

W97000027343

CUSTOMER: Janet L. Shaver, Legal Asst
LINSKY & REIBER

Suite 200
601 East Twigg Street
Tampa, FL 33602

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-12/08/97--01057--010
****293.75 ****293.75

DOMESTIC FILING

NAME: CASS STREET, L.C.

EFFECTIVE DATE:

CF 85.00
CUS 8.75

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XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 12/8/97

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

(9) MK

CONTACT PERSON: Deborah Schroder
EXAMINER'S INITIALS:

RECEIVED
97 DEC -8 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1997

DEBORAH SCHRODER
CSC
TALLAHASSEE, FL

SUBJECT: CASS STREET, L.C.
Ref. Number: W97000027343

We have received your document for CASS STREET, L.C. and your check(s) totaling $293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 597A00057768

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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
CASS STREET, L.C.

The undersigned hereby certify that we have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

ARTICLE I
NAME

The name of this limited liability company shall be CASS STREET, L.C., and its principal place of business shall be in the City of Tampa, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associations, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any powers, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $50,000.00 cash and property with a value of $-0- shall be paid to the limited liability company by the two members in the following proportion: Fred M. Mendelson - 80%; and Phillip Mendelson - 20%. Additional contributions will be made a required for investment purposes, as determined by unanimous consent of the members.

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ARTICLE IV

PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Fred M. Mendelson - 80%

Phillip Mendelson - 20%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being December 10, 1997.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in the following shares:

Fred M. Mendelson - 80%

Phillip Mendelson - 20%

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

EXISTENCE

This limited liability company shall be perpetual or until dissolved in an manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 1214 Cass Street, Tampa, Florida 33606.

ARTICLE VIII

MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows:

Fred M. Mendelson, 1214 Cass Street, Tampa, Florida 33606

Phillip Mendelson, 1214 Cass Street, Tampa, Florida 33606

ARTICLE IX

INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of this limited liability company is Fred M. Mendelson, 1214 Cass Street, Tampa, Florida 33606.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

We, the undersigned, being the original members of the foregoing limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of CASS STREET, L.C.

Executed by the undersigned at Tampa, Hillsborough County, Florida, on this 3 day of December, 1997.

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TALLAHASSEE FLORIDA

FRED M. MENDELSON

PHILLIP MENDELSON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN to and SUBSCRIBED before me by FRED M. MENDELSON and PHILLIP MENDELSON on this 3rd day of December, 1997.

My commission expires:
11/15/98

Deborah Jennings
Notary Public, State of Florida

DEBORAH JENNINGS
COMMISSION # 420829
EXPIRES NOV 15,1998

Print, type, or stamp name of notary

(X) Personally known to me, or
( ) Produced identification
Type of identification produced

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, 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: CASS STREET, L.C.

2. The name and address of the registered agent and office is:

FRED M. MENDELSON
(NAME)

1214 Cass Street
(P. O. Box NOT ACCEPTABLE)

Tampa, Florida 33606
(CITY/STATE/ZIP)

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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 obligations of my position as registered agent.

(SIGNATURE)

12/3/97
(DATE)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CASS STREET, L. C. deposes and says:

1. The above named limited liability company has a least two (2) members.
2. The total amount of cash contributed by the members is: $50,000
3. If any, the agreed value of property other than cash contributed by members is: A description of the property is attached and made a part hereto. $0.00
4. The amount of cash or property anticipated to be contributed by members is: $0.00
5. The total amount of 2, 3, and 4 is: $ 50,000.00

FRED M. MENDELSON

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared Fred M. Mendelson this 3rd day of December 1997.

DEBORAH JENNINGS
COMMISSION # 420829
EXPIRES NOV 15,1998

Deborah Jennings
Notary Public, State of Florida
Print name: Deborah Jennings
(X) Personally Known
( ) Produced Identification
Type of Identification ______________