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CONTACT: CATHY LEACH
PHONE: (212) 431-5000
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NAME: WHW, L.C.

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DOC TYPE.....LIMITED LIABILITY COMPANY

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June 1, 1998

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Corporate Specialist

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: **WRIGHT HOLDER WATTS, L.C.**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: **1230 Fairview Lane, Riviera Beach, FL 33404.**

ARTICLES 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 addresses of the managing members are: **RJV Corp., 2300 Peachford Road, Suite 1127, Atlanta, GA 30338 and Douglas A. Holder, Jr., 8560 Egret Lakes Lane, West Palm Beach, FL 33412.**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of **WRIGHT HOLDER WATTS, L.C.** deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$ 20,000.00.
- 3) if any, the agreed value of property other than cash contributed by members is \$ N/A.
A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$ 20,000.00.
This total includes amounts from 2 and 3 above.

SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER.
(IN ACCORDANCE WITH SECTION 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.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT OF THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: _____

WRIGHT HOLDER WATTS, L.C.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _____

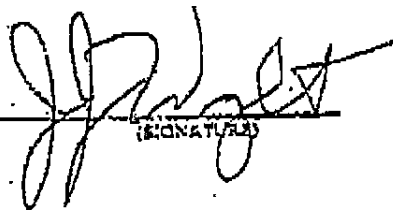
J. Jerry Wright
(NAME)

1230 Fairview Lane

(P.O. BOX or MAIL DROP BOX NOT ACCEPTABLE)

Riviera Beach, FL 33404
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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 STATUES 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)

May 26, 1998
(DATE)

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