

L99000003290



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 267063 3487A

AUTHORIZATION : *Patricia Pizitz*
COST LIMIT : \$ 337.50

ORDER DATE : June 8, 1999

ORDER TIME : 2:06 PM

ORDER NO. : 267063-010

800002898698-4

CUSTOMER NO: 3487A

CUSTOMER: J. Geoffrey Pflugner, Esq
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: SUN HAVEN MINI MART, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability	6/8/99	PLAIN STAMPED COPY
	000	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Jeanine Reynolds	
Updater	DCC	EXAMINER'S INITIALS: _____
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

L99000003290

**ARTICLES OF ORGANIZATION
SUN HAVEN MINI MART, L.L.C.**

The undersigned, desiring to form a limited liability company ("Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is Sun Haven Mini Mart, L.L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, leasing and selling real property, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing and street address of the Company's principal office is 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

FILED
99 JUN -8 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Continuance of Company

The remaining members of the Company have the right 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

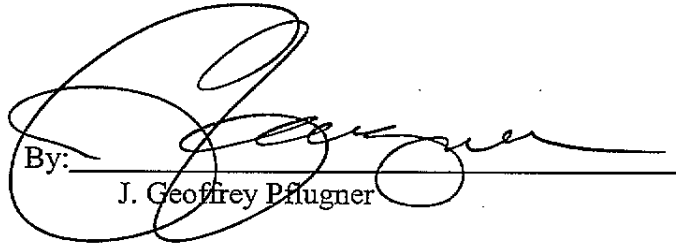
Article VIII - Management

The management of the Company shall be reserved to its Managers: Catherine R. Masci and Colomba Masci, 86 West 3rd St., N.Y., N.Y. 10012, who shall manage the Company.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VIII.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 7th day of June, 1999.

By: 
J. Geoffrey Pflugner

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JUN - 8 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

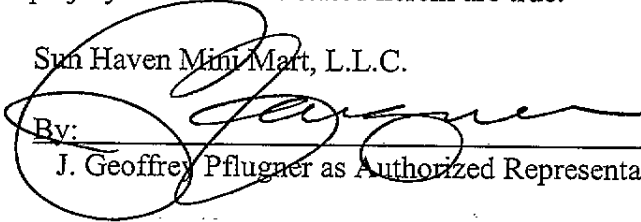
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of Sun Haven Mini Mart, L.L.C. deposes and says:

- (1) The above named limited liability company has at least one member.
- (2) The total amount of cash contributed by the members is three hundred fifty-two thousand and No/100 Dollars (\$352,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-.
- (4) The total amount of cash or property anticipated to be contributed by members is \$352,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

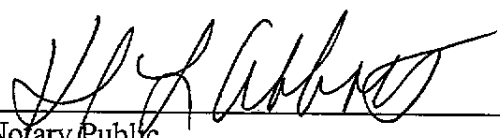
Sun Haven Mini Mart, L.L.C.

By: 

J. Geoffrey Pflugner as Authorized Representative

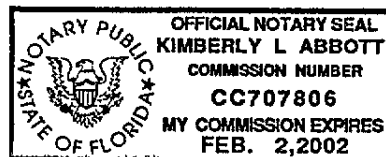
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of June 1999 by J. Geoffrey Pflugner as Authorized Representative of Sun Haven Mini Mart, L.L.C., who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public

My Commission Expires:

My Commission Expires:

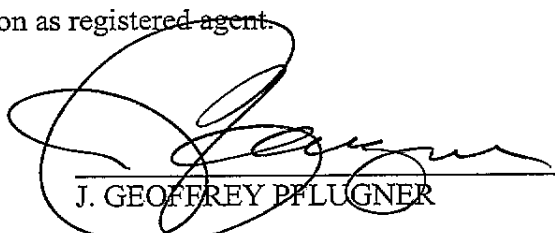


**CERTIFICATE OF DESIGNATION OF SUN HAVEN MINI MART, L.L.C.
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the hereinabove
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 Sun Haven Mini Mart,
L.L.C..
2. The name and address of the registered agent and office is: J. GEOFFREY
PFLUGNER, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

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.


J. GEOFFREY PFLUGNER

Date: 6-7-99