

L99000006797

Florida Department of State
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LIMITED LIABILITY COMPANY

BayIBeach Enterprises, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
BayIIBeach Enterprises, LLC

Article II. Address

The Company's mailing address is:
BayIIBeach Enterprises, LLC
1721 Village Boulevard
#306
West Palm Beach FL 33409

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Mark A. Dirga
1721 Village Boulevard
#306
West Palm Beach FL 33409

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc. Florida
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a member-managed company. The name of each member is:

Mark A. Dirga
Linda M. Dirga

Article VI. Company Existence

The Company's existence shall begin effective as of October 18, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on October 18, 1999.

R.A. Reyes

CORPORATE CREATIONS INTERNATIONAL INC.

Roger A. Reyes Vice President

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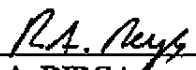
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
BayIIBeach Enterprises, LLC

REGISTERED AGENT/OFFICE:
Mark A. Dirga
1721 Village Boulevard
#306
West Palm Beach FL 33409

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SPRINGFIELD

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARK A. DIRGA
by R.A. Reyes as attorney-in-fact

Date: October 18, 1999

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