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STORACE, LUPINO & GREGG

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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(305) 661-4221

FAX NO. 665-2334

MICHAEL R. STORACE, P.A.

JAMES S. LUPINO, P.A.

MARK H. GREGG, P.A.

KEY LARGO

100360 OVERSEAS HIGHWAY

KEY LARGO, FLORIDA 33037

(305) 451-1200 FAX NO. 451-1256

(305) 248-8848 MIAMI DIRECT LINE

May 20, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/22/97--01079--001

***285.00 ***285.00

Re: POTTER'S PLACE COMPANY, L.C.

Gentlemen:

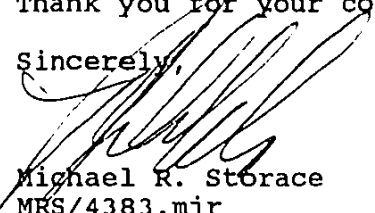
Enclosed please find check #579 in the sum of \$285.00 together with the following documents to be registered with Florida Secretary of State for the above Limited Liability Company.

1. Affidavit of Membership and Contributions
2. Certificate of Designation of Registered Agent.
3. Articles of Organization of Potter's Place Company, L.C.

I also enclose one extra copy of each of the above listed documents so a certified copy can be returned to the undersigned.

Thank you for your courtesies.

Sincerely,


Michael R. Storace
MRS/4383.mjr

FILED
97 MAY 22 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

001 5/23/97

ARTICLES OF ORGANIZATION
OF
POTTER'S PLACE COMPANY, L.C.

FILED

97 MAY 22 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I
NAME

The name of this Limited Liability Company is:

POTTER'S PLACE COMPANY, L.C.

ARTICLE II
DURATION - DISSOLUTION

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) September 30, 2021; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

ARTICLE III
PURPOSE

The purpose and business of the Company shall be to own, acquire, invest in, develop, operate, manage, lease, rent, subdivide and/or sell real estate, and/or interests therein.

ARTICLE IV
ADDRESS OF OFFICE AND AGENT

4.1 Place of Business. The initial business address of the Company is: 5975 Sunset Drive, Suite 504, Miami, Florida 33143 or such other place or places as the Member may designate from time to time.

4.2 Registered Agent. The initial Registered Agent of the Company is: MICHAEL R. STORACE whose address is 5975 Sunset Drive, Suite 504, Miami, Florida 33143.

ARTICLE V

MEMBERSHIP

5.1 Election. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other times and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

5.5 Continuation of Business. The remaining Member may, by unanimous agreement elect to continue the business of the Company upon 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.

ARTICLE VI

CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be contributions of real and/or personal property having a fair market value of Two Hundred Fifty Thousand (\$250,000.00) Dollars contributed by the initial Members.

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by the Members according to their participation or as may otherwise be agreed among them but in no event shall the capital of this Company exceed One Million (\$1,000,000.00) Dollars.

ARTICLE VII

DISTRIBUTIONS

Each member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, or as may be agreed in the Regulations of the Company.

ARTICLES VIII

ASSETS

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

ARTICLE IX

MANAGEMENT

9.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agents(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Managers of the Company shall be MICHAEL R. STORACE, whose address is 5975 Sunset Drive, Suite 504, Miami, Florida 33143; and SARAH STORACE, whose address is 11805 S.W. 66th Avenue, Miami, Florida 33156.

9.3 Vote. Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations of the Company. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

ARTICLE X
REGULATIONS

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. Said Regulations may be adopted in the form of an Operating Agreement.

ARTICLE XI
AMENDMENT

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to Capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XII
NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as Organizers hereby
execute these Articles of Organization this 20 day of
May, 1997.

Michael R. Storace
MICHAEL R. STORACE, Organizer

Sarah Storace
SARAH STORACE, Organizer

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th
day of May, 1997, by MICHAEL R. STORACE, who is
personally known to me or has produced personally known
as identification and who did not take an oath.



MARJORIE REIGN
My Commission CC478308
Expires Jul 06, 1999
Bonded by HAI
RDN 422-1555

Marjorie Reign
Notary

MARJORIE REIGN
Printed Name of Notary

Notary Public State of Florida
My Commission Expires: 7-6-99

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th
day of May, 1997, by SARAH STORACE, who is personally
known to me or has produced personally known as
identification and who did not take an oath.



MARJORIE REIGN
My Commission CC478308
Expires Jul 06, 1999
Bonded by HAI
RDN 422-1555

Marjorie Reign
Notary

MARJORIE REIGN
Printed Name of Notary

Notary Public State of Florida
My Commission Expires: 7-6-99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POTTER'S PLACE COMPANY, 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 member(s) is \$3,000.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$150,000.00 and described as set forth in Exhibit A attached hereto.

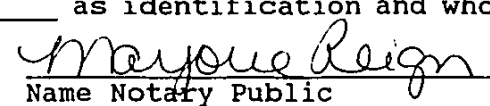
4. The total amount of 2 and 3 above is \$153,000.00.

FURTHER AFFIANT SAYETH NOT


MICHAEL R. STORACE

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Affidavit was sworn to and subscribed before me this 20 day of May, 1997 by MICHAEL R. STORACE and who is personally known to me or who has produced Personally known as identification and who did take an oath.


Name Notary Public

MARJORIE REIGN
Print Name:

Seal and Commission
Expiration Stamp:

4647.mjr



MARJORIE REIGN
My Commission CC478308
Expires Jul 08, 1999
Bonded by HAI
904 422-1555

FILED
97 MAY 22 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "A"

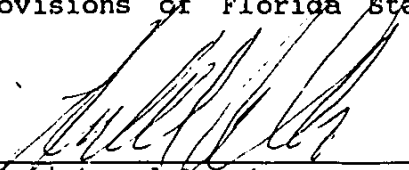
BEGINNING, at a point in Wright Cove Road (S.R. 2780), being the POINT OF BEGINNING as described by Deed Book 1688, at Page 722; thence from said POINT OF BEGINNING, leaving Wright Cove Road and running S 39°54'18" E, 83.23 feet to an existing 3/4" iron pipe, at the edge of the 60' right of way of Wright Cove Road; thence S 84°36'44" E, 287.15 feet to a point; thence N 89°49'28" E, 97.92 feet to an existing 1" iron pipe; thence S 86°23'37" E, 97.94 feet to an existing 3/4" iron pipe; thence S 21°18'53" W, 202.26 feet to an existing 3/4" iron pipe; thence S 66°14'02" W, 138.39 feet to an existing 3/4" iron pipe; thence S 79°38'15" W, 255.84 feet to a point near the center of Wright Cove Road, said point being located S 79°38'15" W, 34.53 feet from an existing 1" iron pipe; thence from said point near the center of Wright Cove Road, and running with Wright Cove Road, N 05°15'56" W, 37.80' feet to a point in Wright Cove Road; thence N 11° 28'27" W, 211.75 feet to a point in Wright Cove Road; thence N 14°49'29" W, 146.61 feet to the POINT OF BEGINNING, containing 2.70 acres more or less, as shown on a survey entitled "Michael R. Storace and wife Sarah A. Storace, dated July 12-1993, by Felix A. Grigsby, RLS

EXHIBIT A

POTTER'S PLACE COMPANY, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated POTTER'S PLACE COMPANY, L.C., at the place designated in this Certificate, the undersigned MICHAEL R. STORACE, whose address is 5975 Sunset Drive, Suite 504, Miami, Florida 33143 does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: May 20, 1997.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA