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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 140780 7101964

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 19, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 140780-005

CUSTOMER NO: 7101964

CUSTOMER: Russell W. Divine, Esq
DIVINE & ESTES, P.A.
DIVINE & ESTES, P.A.
P. O. Box 3629

Orlando, FL 32802-3629

DOMESTIC FILING

NAME: 116 ASSOCIATES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Name	219
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION

FOR

**116 ASSOCIATES, L.C.
a Florida Limited Liability Company**

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ARTICLE I - Name

The name of the limited liability company is **116 ASSOCIATES, L.C.**

ARTICLE II - Address

The initial mailing address and street address of the principal office of the limited liability company is 24 South Orange Avenue, Suite 203, Orlando, Florida 32801.

ARTICLE III - Duration

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2048, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE IV - Management

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as the initial manager of the limited liability company is:

Glen L. Spivey
1137 Edgewater Drive
Orlando, FL 32804

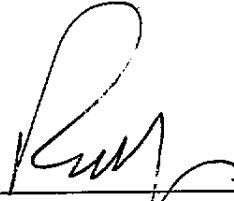
ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent of, and shall be on such terms and conditions as are determined by a vote of, not less than all of the then existing members of the limited liability company.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 18th day of February, 1999.



RUSSELL W. DIVINE,
Authorized Representative of a Member

This document was prepared by
and should be returned to:

Russell W. Divine, Esquire
DIVINE & ESTES, P.A.
24 South Orange Avenue
Suite 203
Orlando, Florida 32801

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AFFIDAVIT OF MEMBERSHIP

AND CONTRIBUTIONS

FOR


116 ASSOCIATES, L.C.
a Florida limited liability company

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STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, an authorized representative of a member of **116 ASSOCIATES, L.C.** deposes and says:

1. **116 ASSOCIATES, L.C.** has or will have at least two (2) members.
2. The total amount of cash to be contributed initially by the members is \$2,000.00. No other property has been contributed.
3. The total amount of cash or other property anticipated to be contributed by members is \$2,000.00. This total includes the amount from No. 2 above. No other cash or property will be contributed by the members.



RUSSELL W. DIVINE,
Authorized Representative of a Member

Subscribed and sworn to before me
this 18th day of February, 1999.



NOTARY PUBLIC
My commission expires:

KAREN H. GATES
Notary Public, State of Florida
My Comm. Expires Feb. 23, 2000
Comm. No. CC522947

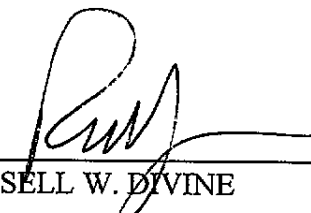
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
116 ASSOCIATES, L.C.
a Florida limited liability company**

Pursuant to the provision of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the limited liability company is **116 ASSOCIATES, L.C.**
2. The name and address of the registered agent and office is:

Russell W. Divine
24 South Orange Avenue, Suite 203
Orlando, FL 32801

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.



RUSSELL W. DIVINE

Date: FEBRUARY 18, 1999

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