

Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

~~the 1031 company, L.C.~~

1031 Real Estate Exchange Services, L.C. 9/1

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 1999

EMPIRE CORPORATE KIT

1031 Real Estate Exchange Services, L.C.
SUBJECT: ~~THE 1031 COMPANY L.C.~~
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Article IX - Management, must include the address of the Manager, in addition to their name.,

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Prepared By:
Ronald S. Urkovich
Attorney At Law
2323 Wooster Lane, Suite 2
Sanibel, Florida 33957
(941) 472-9082

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ARTICLES OF ORGANIZATION OF

1031 Real Estate Exchange Services, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be 1031 Real Estate Exchange Services, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 695 Tarpon Bay Road, #5, Sanibel, Florida 33957.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Ronald S. Urkovich, Attorney At Law, 2323 Wooster Lane, Suite 2, Sanibel, FL 33957.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs

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of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.



ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Jacqueline Owens of 695 Tarpon Bay Road, #5, Sanibel, Florida 33957.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Sanibel, Florida, on August 30, 1999.


Jacqueline Owens

David A. Owens

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 30th day of August, 1999 by Jacqueline Owens, and David A. Owens who are personally known to me.


Notary Public -- State of Florida
Ronald S. Urkovich

NOTARY PUBLIC - STATE OF FLORIDA
RONALD S. URKOVICH
COMMISSION # 00714308
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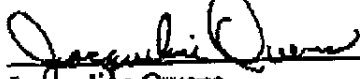
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned member or authorized representative of a member of THE 1031 COMPANY, L.C., deposes and says:

1. The above named limited liability company has TWO members.
2. The total amount of cash contributed by the members is: \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: \$0.00. 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 the members is: \$1,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANTS SAY NOTHING FURTHER.

Dated: August 30, 1999


Jacqueline Owens


David A. Owens

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of 1031 **REAL ESTATE SERVICES, INC.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Ronald S. Urkovich
Registered Agent

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