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**ARTICLES OF ORGANIZATION
for
NINTH STREET HOLDINGS, LLC**

A FLORIDA LIMITED LIABILITY COMPANY

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

ARTICLE I - NAME

The name of the limited liability company shall be NINTH STREET HOLDINGS, LLC, (the "company").

ARTICLE II - ADDRESS

The address of the principal office of the company is 2639 Ninth Street North, St. Petersburg, FL 33704. The mailing address of the company is P.O. Drawer 76388, St. Petersburg, FL 33734-6387.

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 perpetual unless the company is dissolved earlier as provided in the regulations of the company.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered office and agent of the company in the state of Florida is Bradley J. Wood, Esq., 2639 Ninth Street North, St. Petersburg, FL 33704.


ARTICLE X - MANAGEMENT

The company shall be managed by the members 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.

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned organizer/member has made and subscribed these Articles of Organization at St. Petersburg, Florida, on December 27, 1999.

(In accordance with §608.408(3), FLA. STAT., the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.)


Bradley J. Wood

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of December, 1999, by BRADLEY J. WOOD, who is personally known to me or has produced _____ as identification.

My Commission Expires:


Notary Public



Diane K. Tarpey
MY COMMISSION # CC886771 EXPIRES
November 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

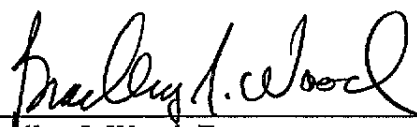
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, Florida Statutes.

Dated this 27th day of December, 1999.


Bradley J. Wood, Esq.