PROFESSIONAL ASSOCIATION

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
-NESTOR BUSTAMANTE, III
- ALEXANDER J. WILLIAMS, JR.
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- SANDRA D. KENNEDY

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December 30, 1999

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

F&M Properties Florida, LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Organization for F&M Properties Florida, LLC., and the original and one copy of the Designation of Registered Agent. Please cause the originals to be filed with the Secretary of State and provide us with a certification of said filing.

Enclosed is our check in the amount of \$160.00 for filing fees, designation of Registered Agent, Certified Copy and Certificate of Status.

Thank you for your assistance in this matter.

Very truly yours,

Alan C. (Peter) Brandt, Jr.

ACB:br

Enclosures

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ARTICLES OF ORGANIZATION OF F&M PROPERTIES FLORIDA, LLC

I, the undersigned, acting as an organizer of a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act"), certify the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is F&M Properties Florida, LLC (the "Company").

ARTICLE II. DURATION

The term of the Company's duration is perpetual.

ARTICLE III. ADDRESS

The mailing address and the street address of the principal office of the Edippany

is:

5100 29th Court Vero Beach, Florida 32967

ARTICLE IV. REGISTERED AGENT

The name and street address of the Company's initial registered agent is as follows:

FERENCIK LIBANOFF BRANDT AND BUSTAMANTE, P.A.
150 South Pine Island Road, Suite 400
Fort Lauderdale, Florida 33324
Alan C. (Peter) Brandt, Jr.

Registered Agent's acceptance is attached hereto as Exhibit A.

ARTICLE V. MANAGEMENT

The management of the Company is reserved to the members of the Company. The names and addresses of the initial members of the Company is as follows:

Felix M. Petrillo 5100 29th Court Vero Beach, Florida 32967

F&M PROPERTIES FLORIDA, LLC CERTIFICATE OF DESIGNATING PLACE OF BUSINESS, DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, Chapter 48 the following is submitted:

1. That F&M Properties Florida, LLC, desiring to organize a limited liability company under the laws of the State of Florida, with its principal place of business at the City of Vero Beach, State of Florida, has named FERENCIK LIBANOFF BRANDT AND BUSTAMANTE, P.A., as its agent to accept service of process within Florida.

Felix M. Petrillo

Date: January _____, 2000.

2. Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to assign in this capacity, and I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FERENCIK LIBANOFF BRANDT AND BUSTAMANTE, P.A.

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Alan C. (Peter) Brandt, Jr.

Date: January _____, 2000.

EXHIBIT "A"

Felix J. Petrillo 5100 29th Court Vero Beach, Florida 32967

Michael V. Petrillo 5100 29th Court Vero Beach, Florida 32967

ARTICLE VI. EFFECTIVE DATE

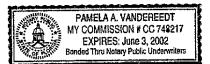
The effective date shall be January 1, 2000.

Dated this 3/ day of December, 1999.

Felix M. Petrillo

STATE OF NEW YORK COUNTY OF WESTCHESTER

BEFORE ME, the undersigned authority and officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared FEFIX M. PETRILLO, who is personally known to me, or who produced his driver's license as identification, and acknowledged before me that he executed the foregoing Articles of Organization for the purposes therein stated.



NOTARY PUBLIC

State of Florida

My Commission Expires: