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ACCOUNT NO. : 072100000032

REFERENCE : 566169 3487A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pizito

ORDER DATE : January 27, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 566169-005

700003112947--4

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC FILING

NAME: LTJ GROUP II, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

00 JAN 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 27 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
LTJ GROUP II, L.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 LTJ Group II, L.L.C. ("Company").

ARTICLE II
PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 5957 Cattlemen Lane, Sarasota, Florida 34232.

ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is:

00 JUN 27 11:12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Bruce P. Chapnick, Esq.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of January 26, 2000.


Bruce P. Chapnick, Esq.
Member or Authorized Representative

F:\USERS\BPC\CLIENTS\T\TORTORET.T\ARTICLES.ORG

00 JAN 27 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CERTIFICATE OF DESIGNATION OF BRUCE P. CHAPNICK, ESQ. REGISTERED AGENT/REGISTERED OFFICE

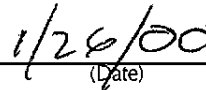
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LTJ Group II, L.L.C.
2. The name and address of the registered agent and office is:

Bruce P. Chapnick, Esq.
2033 Main Street, Suite 600
Sarasota, Florida 34237

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 as registered agent.


(Signature)


(Date)

APPROVED
AND
FILED
00 JAN 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA