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March 1, 2000

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

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-03/06/00--01145--005
***125.00 ***125.00

Re: S T Taylor LLC

Dear Sir:

Enclosed are Articles of Organization for S T Taylor LLC. Our check for your fee of \$125 is enclosed. Please return a "filed" copy in the stamped return envelope provided.

If you have any questions, please call me at (800) 330-5300.

Sincerely,

Tonya L DuBose

Tonya L. DuBose, Legal Assistant

Enclosures: Articles of Organization
Check

FILED
00 MAR 28 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | |
|-------------------|-----|
| Name Availability | |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

① RA assistance

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7 pages
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2000

TONYA L. DUBOSE
C/O JAMES A. SCHORNER, P.A.
3381 OCEAN DRIVE
VERO BEACH, FL 32963-1680

SUBJECT: S T TAYLOR L.L.C.
Ref. Number: W00000006806

We have received your document for S T TAYLOR L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 000A00014028

Articles of Organization

of

S T Taylor L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I

Name

The name of the limited liability company is S T Taylor L.L.C.

Article II

Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III

Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units S T Taylor L.L.C. is authorized to have outstanding is 1,000,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Article IV

Registered Agent And Office

The address of the initial Registered Office of the Company is 3381 Ocean Drive, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is James A. Schorner.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 2283 Bayview Lane, Miami, Florida 33181.

Article VI
Organizers

The names and addresses of the organizers are:

Paul N. Taylor
2283 Bayview Lane
Miami, Florida 33181

S T Taylor, Jr.
9301 NE 12th Avenue
Miami, Florida 33138

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Managers of the Company, who shall serve as such until their successors are elected and shall qualify, are:

| <u>Office</u> | <u>Name and Address</u> |
|----------------|---|
| Member-Manager | Paul N. Taylor 2283 Bayview Lane Miami, Florida 33181 |

Member-Manager

S T Taylor, Jr.
9301 NE 12th Avenue
Miami, Florida 33138

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X
Copies

Copies of the Operating Agreement of S T Taylor L.L.C. may be obtained from Paul N. Taylor via a written request mailed to 2283 Bayview Lane, Miami, Florida 33181.

Article XI
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager and shall be countersigned or attested by a Manager, other than the first manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

Article XII
Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Signatures of members or authorized representatives of members.

Dated March 1, 2000.


Paul N. Taylor
Organizer


S T Taylor, Jr.
Organizer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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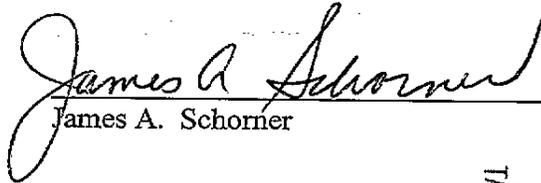
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Acceptance of Registered Agent

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

Having been named to accept service of process for S T Taylor L.L.C., at the place designated in Article IV of the Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 27 day of March 2000.


James A. Schorner

00 MAR 28 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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