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Larry J. Gonzales, P. A.

Attorney at Law

LL.M. Tax

RAYMOND JAMES TOWER
2739 U.S. Highway 19, Suite 223
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April 12, 2000

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

100003209091--1
-04/14/00-01036-018
***285.00 ***125.00

Re: MIDEB, L.L.C.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Organization for this proposed limited liability company.

The duplicate copy has been executed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

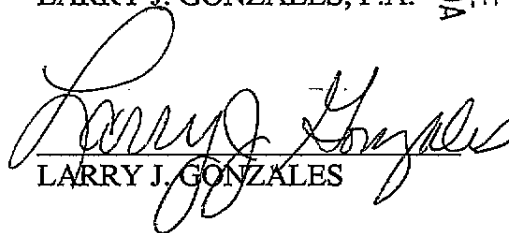
A check in the amount of \$285.00 is enclosed to cover the registered agent fee and the filing fee.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

LARRY J. GONZALES, P.A.


LARRY J. GONZALES

FILED
APR 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	
Document Examinerjm	
Updater	Enclosure
Updater Verifier	C
Acknowledgement	DCC
W P. Verifier	DCC

① Affidavit

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2000

LARRY J. GONZALES
RAYMOND JAMES TOWER
2739 U.S. HIGHWAY 19, SUITE 223
HOLIDAY, FL 34691

SUBJECT: MIDEB, L.L.C.
Ref. Number: W00000010223

We have received your document for MIDEB, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 400A00021198

ARTICLES OF ORGANIZATION

OF

MIDEB, L.L.C.

The undersigned persons, acting as the organizers of MIDEB, L. L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

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00 APR 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name, mailing address and street address of the principal place of business of the Company is: MIDEB, L.L.C., 18537 Oak Way Drive, Hudson, FL 34667.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon the filing hereof, and the existence of the Company will continue for thirty (30) years from the date of filing.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 2739 U.S. Highway 19, Suite 223, Holiday, FL 34691, and the name of the Company's initial registered agent at that address LARRY J. GONZALES.

ARTICLE V. INITIAL CAPITAL CONTRIBUTION

The total amount of cash or property to be initially contributed to the Company by its members shall be as follows:

<u>Name of Member</u>	<u>Contribution</u>
MICHAEL HALLAL and DEBORAH HALLAL	\$80.00
JOSEPH C. FIORETTI and ELIZABETH G. FIORETTI	\$10.00
LARRY E. SHEARIN and JAN C. SHEARIN, as Trustees UTD 10/21/91	\$10.00

ARTICLE VII. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

VIII. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the written approval of a majority in interest of the members of the Company in a manner set forth in its regulations.

ARTICLE IX. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager are as follows:

MICHAEL HALLAL
18537 Oak Way Drive
Hudson, FL 34667

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified.

ARTICLE X. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested

exclusively in the members of the Company.

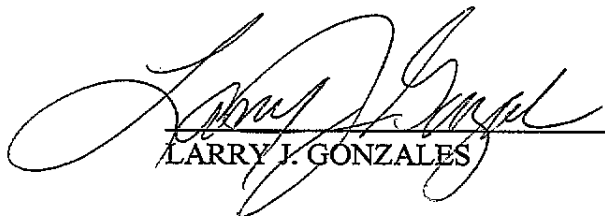
ARTICLE XI. INCORPORATOR

The name and street address of the organizer executing these Articles of Organization are:
LARRY J. GONZALES, Larry J. Gonzales, P.A., 2739 U.S. Highway 19, Suite 223, Holiday, FL 34691.

ARTICLE XII. AMENDMENT OF ARTICLES OF ORGANIZATION

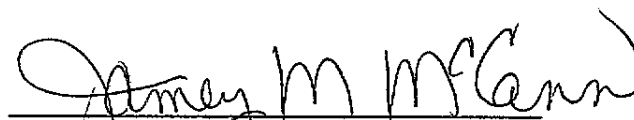
Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida and shall be sworn and subscribed to by all of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of April, 2000.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Organization were acknowledged before me this 12th day of April, 2000, by LARRY J. GONZALES, who is personally known to me and who did not take an oath.


Jamey M. McCann, Notary Public
State of Florida
My Commission Expires:



Jamey M. McCann
Commission # CC 743593
Expires June 26, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
00 APR 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

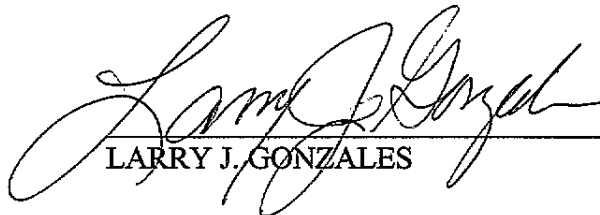
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That MIDEB, L. L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 6645 Ridge Road, Port Richey, FL 34668, has named LARRY J. GONZALES as its agent to accept service of process within the State of Florida.

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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 15th day of April, 2000.


LARRY J. GONZALES

FILED
00 APR 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA