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May 3, 2000

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****285.00 ****125.00

RE: Articles of Organization of
Y2K PROPERTIES, L.L.C.

MJH

To Whom It May Concern:

Pursuant to Fla. Stat. § 608.452, enclosed please find original and copy of Articles of Organization of a limited liability company for filing, along with our check in the amount of \$285.00 to cover said filing fees and Registered Agent designation fee. We await return of the filing. Thanking you in advance for your help, I remain

Sincerely yours,


Robert P. Henderson

/sb
Enclosures

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CORPORATIONS
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ARTICLES OF ORGANIZATION

OF

Y2K PROPERTIES, L.L.C.

THE UNDERSIGNED, TWO OR MORE PERSONS, HEREBY FORM A LIMITED LIABILITY COMPANY UNDER THE Florida Limited Liability Company Act, Florida Statutes, Chapter 608, and adopt as the Articles of Organization of such limited liability company the following:

ARTICLE I
NAME

The name of this limited liability company is:

Y2K PROPERTIES, L.L.C.

ARTICLE II
PERIOD OF DURATION

The period of duration of this limited liability company shall be perpetual, unless and until dissolved, as provided by Statute.

ARTICLE III
ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be 104 Rio Villa Drive, Punta Gorda, Florida 33950.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of the company in this State is ROY L. BENTON, 1463 Woodwind Court, Fort Myers, Florida 33919.

ARTICLE V
CAPITAL CONTRIBUTIONS

The members of this limited liability company shall contribute to the capital of the company in cash, property, or services as set forth in the attached Exhibit "A".

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SECRET
DIVISION OF CORPORATIONS

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member of the company shall make additional capital contributions to the company only upon the consent of a majority in interest of all members.

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except upon the written consent of a majority in interest of the members of the company, and upon such terms and conditions as shall be determined by a majority in interest of the members, provided, however, that any additional member shall be required to contribute capital to the company in cash, property, or services in proportion to the ownership interest of such member.

A member may transfer his or her interest in the company as set forth in the Regulations of the company, provided, however, that no member may sell any ownership interest in the company without first offering for sale to the remaining members, pro rata, the membership so offered. Any member attempting to or contemplating a sale of his membership interest in the company shall provide all other members with copies of any offer to sell or any contract for sale of his or her membership interest. Within thirty (30) days after receipt of such information, the remaining members may elect to purchase the ownership interest of the selling member, pro rata, by the remaining member purchasing such portion of the selling member's interest as his membership bears to the remaining members agreeing to participate in such purchase. Unless otherwise agreed, in writing, by the majority in interest of the remaining members of the company, no transferee shall have any right to participate in the management of the company affairs.

ARTICLE VIII
TERMINATION OF EXISTENCE

This company shall be dissolved upon the death or bankruptcy of any member, or upon the occurrence of any other event that terminates the continued membership of a member of the company, unless the business of the company is continued by the consent of the majority interest of the remaining members, and provided that there are at least two (2) remaining members.

ARTICLE IX
MANAGEMENT

This company shall be managed by its members in accordance with the regulations adopted by the members for the management of the business affairs of the company. These regulations may contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. In the management of the company affairs, each member shall be entitled to vote, but such vote shall be weighted in proportion to the ownership interest of the member. Such weighted vote shall be in proportion to the ownership interest that the member owns in the company as compared to the ownership interest of all members.

ARTICLE X
INITIAL MEMBERS

The names and addresses of the initial members of this company are:

ROY L. BENTON
1463 Woodwind Court
Fort Myers, FL 33919

LUDMYLLA SELLERS
1828 S.E. Vanloon Terrace
Cape Coral, FL 33990

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Charlotte County, Florida, on this 17th day of April, 2000.



Michael J. Kurtz
MY COMMISSION # 00646163 EXPIRES
June 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Michael J. Kurtz

Roy L. Benton

ROY L. BENTON

Ludmylla Sellers
LUDMYLLA SELLERS

STATE OF FLORIDA
COUNTY OF Charlotte

Sworn to and subscribed before me this 17th day of
April, 2000, by ROY L. BENTON, who is personally
known to me/who produced his N/A as
identification.



Michael J. Kurtz
MY COMMISSION # CC646163 EXPIRES
June 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.
Notary Public

STATE OF FLORIDA
COUNTY OF Charlotte

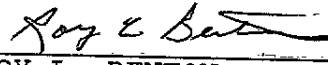
Sworn to and subscribed before me this 17th day of
April, 2000, by LUDMYLLA SELLERS, who is
personally known to me/who produced her N/A
as identification.



Michael J. Kurtz
MY COMMISSION # CC646163 EXPIRES
June 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.
Notary Public
My Commission Expires.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Y2K PROPERTIES, L.L.C., as Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.



ROY L. BENTON
Registered Agent
DATED: 4-17-00