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Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

Via Next Day UPS

June 13, 2000

Florida Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

MJH

RE: 1241 Royal Palm Way Associates, L.L.C.

Dear Sir/Madam:

Enclosed you will find fully executed Articles of Organization, a Certificate of Designation of Registered Agent and Registered Office and an Affidavit of Membership and Contributions necessary in order to form the above referenced Florida Limited Liability Company.

Also enclosed is our check in the amount of \$160 representing \$125 for filing fee, \$30 for certified copy of the Articles and \$5 for Certificate of Status.

Also enclosed is a pre-paid, pre-addressed UPS Bill of Lading for you to use in returning the Certificates to us.

If you should have any further questions or comments as regards this matter please do not hesitate to contact the undersigned at our toll free telephone number as set forth above.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

Steven A. Sciarretta

SAS/ere
Enclosures

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****180.00 ****180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 14 AM 10:32

ARTICLES OF ORGANIZATION

FOR

1241 ROYAL PALM WAY ASSOCIATES, L.L.C.

ARTICLE I

NAME

The name of the limited liability company ("Company") is 1241 Royal Palm Way Associates, L.L.C.

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

ARTICLE III

DURATION

The period of duration for the Company is thirty (30) years or until dissolved pursuant to the Company's regulations; beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Steven A. Sciarretta, Esq. The address of the Company's registered office in Florida is Steven A. Sciarretta, Esq., 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

THIS INSTRUMENT PREPARED BY:

Steven A. Sciarretta, Esq. FBN 542695

Steven A. Sciarretta, P.A.

2300 Glades Road, Suite 302E

Boca Raton, FL 33431

Tel (561) 368-7978

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SECRETARY OF STATE
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ARTICLE V

MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows:

Joseph Veccia, Jr., an individual whose street address is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

John Hannifan, an individual whose street address is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

ARTICLE VI

ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

CONTINUATION OF BUSINESS

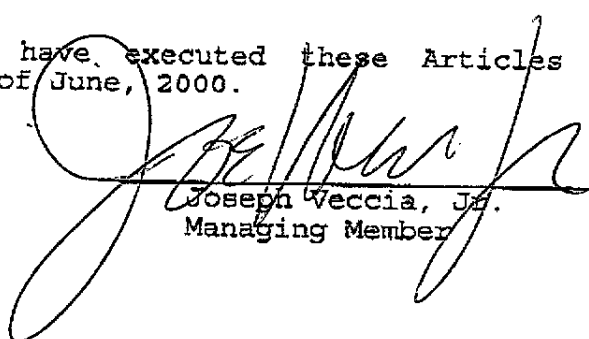
The remaining members of the company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless there is unanimous written consent by the remaining members to do so.

ARTICLE VIII

ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article V herein as amended from time to time either in this Articles of Organization, the Regulations or Members Agreement only by unanimous written consent.

IN WITNESS WHEREOF, I have executed these Articles of
Organization on this 13th day of June, 2000.



Joseph Veccia, Jr.
Managing Member

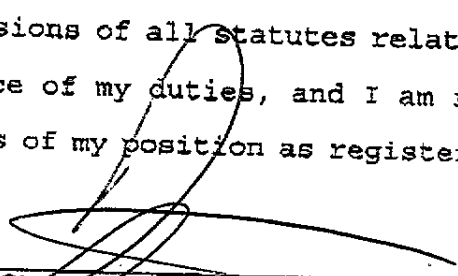
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is 1241 Royal Palm Way Associates, L.L.C.

The name and address of the registered agent and office is: Steven A. Sciarretta, Esq., 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

Having been named as registered agent and to accept service of process for the above-named 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: June 13, 2000.



Steven A. Sciarretta, Esq.
2300 Glades Road
Suite 302E
Boca Raton, Florida 33431