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◇BOARD CERTIFIED (CIVIL LITIGATION)
◇BOARD CERTIFIED (BUSINESS LITIGATION)

June 28, 2000

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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****215.00 ****125.00

Re: Florida Palms Realty Group, LLC

Dear Sirs:

Enclosed for filing please find the following:

1. Original and one copy of the Articles of Organization for the above referenced limited liability company;
2. Articles of Merger; and
3. This firm's check in the amount of \$215.00

Please return the filed copy of these documents to me at the address listed above. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.
Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

FILED
00 JUN 30 AM 8:54
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA PALMS REALTY GROUP, LLC**

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be FLORIDA PALMS REALTY GROUP, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 8738 International Drive, Orlando, Florida 32819.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations and Operating Agreement of the Company (the "Regulations").

ARTICLE IV - PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jesse E. Graham, Jr., Graham, Clark, Jones, Builder, Pratt & Marks, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations. A transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all the other Members of the Company other than the Member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the Company shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in Article III;
- b. Unanimous written consent of all the Members;

The Company will not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the Members in accordance with the Regulations adopted by the Members for the management of the business and affairs of the Company. Such Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Managing Members, who shall serve until the first annual meeting of the Members or until their successors are duly appointed and qualify are:

FILED
JUN 30 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Harvey Estes

3108 Bucknell Drive
Las Vegas, NV 89154

ARTICLE IX - AMENDMENTS

The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE X - REGULATIONS

The management and affairs of the Company will be conducted in accordance with Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended from time to time in accordance with the terms hereof.

IN WITNESS WHEREOF, the undersigned organizer of Florida Palms has executed these Articles of Organization at Winter Park, Florida, on this 23 day of June, 2000

Name of Organizer:

Harvey Estes
Harvey Estes

STATE OF NEVADA

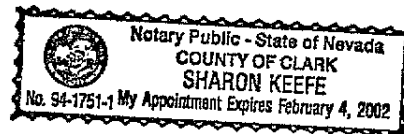
COUNTY OF Clark

Before me personally appeared Harvey Estes, to me personally known as the organizer of the above limited liability company, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 23rd day of June, 2000.

Notary Seal:

Sharon Keefe
Notary Public



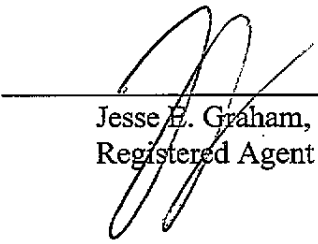
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, Jesse E. Graham, Jr., does hereby consent to serve as the Registered Agent of Florida Palms Realty Group, LLC and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Jr., Esquire
Graham, Clark, Jones, Builder, Pratt & Marks
369 North New York Avenue, Third Floor
Winter Park, Florida 32789

DATED: June 28, 2000



Jesse E. Graham, Jr.
Registered Agent

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FILED
00 JUN 30 AM 8:54
NOTARY OF STATE
TALLAHASSEE, FLORIDA