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ROGERS, BOWERS, DEMPSEY AND PALADINO
ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

August 18, 2000

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

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-08/23/00--01115--003
****155.00 ****155.00

In re: Leighton McGinn Development Services, LLC

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Organization of Leighton McGinn Development Services, LLC. I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Organization should then be mailed to my office.

You will also find enclosed a check in the amount of \$155.00, in payment of the following fees for the company:

Filing Fee	\$100.00
Designation of Registered	
Agent Fee	25.00
Certified Copy Fee	<u>30.00</u>
Total	<u>\$155.00</u>

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00 AUG 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, or should require additional information, please give me a call at your convenience.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO


David E. Bowers

DEB/cr
Enclosures

SL

**ARTICLES OF ORGANIZATION
OF
LEIGHTON MCGINN DEVELOPMENT SERVICES, LLC**

ARTICLE I - NAME

The name of the limited liability company is "Leighton McGinn Development Services, LLC."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is:

Leighton McGinn Development Services, LLC
8049 Monetary Drive, Suite D-1
Riviera Beach, Florida 33404

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is:

David E. Bowers, Esq.
Rogers, Bowers, Dempsey and Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

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TALLAHASSEE, FLORIDA

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

The limited liability company is to be managed by its member. The name and address of the managing member of the limited liability company:

Leighton McGinn Company
8049 Monetary Drive, Suite D-1
Riviera Beach, Florida 33404

ARTICLE VIII - AUTHORIZED REPRESENTATIVE

The representative authorized to sign these Articles on behalf of the member is:

David E. Bowers, Esq.
Rogers, Bowers, Dempsey and Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

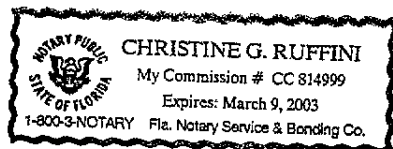
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 18th day of August, 2000.

David E. Bowers
DAVID E. BOWERS, Authorized Representative

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of August 2000, by David E. Bowers, who is known personally to me.



Christine G. Ruffini
Notary Public State of Florida

My Commission Expires:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, Leighton McGinn Development Services, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Riviera Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

David E. Bowers, Esq.
Rogers, Bowers, Dempsey and Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: August 18, 2000



DAVID E. BOWERS

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00 AUG 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA