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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

HUNNICUTT PROPERTIES, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

**HUNNICUTT PROPERTIES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is HUNNICUTT PROPERTIES, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2049.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 8 Briny Avenue Apt. 501, Pompano Beach, Florida 33062. The name and address of the Company's initial registered agent in the State of Florida is as follows:

Ira B. Price
9100 S. Dadeland Boulevard, Suite 1701
Miami, Florida 33156

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF
ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

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**ARTICLE V
DISSOLUTION AND RIGHT TO
CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be managed by one manager in accordance with the Company's regulations. The name and business address of the initial manager who shall serve until the first annual meeting of members or until their successors are elected and qualified is

NAME

Edgar W. Hunnicutt

ADDRESS

8 Briny Avenue, Apt. 501
Pompano Beach, Florida 33162

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

[signatures on next page]

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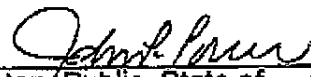
IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE
ARTICLES OF ORGANIZATION ON THIS 25th DAY OF SEPTEMBER, 2000.


EDGAR W. HUNNICUTT

STATE OF CONN.)
COUNTY OF HARTFORD) SS Somers

Before me personally appeared EDGAR W. HUNNICUTT who is known to me to be
the person who executed the foregoing articles of organization on behalf of HUNNICUTT
PROPERTIES, LLC.

In witness whereof, I have hereunto set my hand and seal on this 25th day of
September, 2000.


Notary Public, State of CONN.
Print Name: John P. Powers
My commission expires 6-30-2002

JOHN P. POWERS
NOTARY PUBLIC
My Commission Expires June 30, 2002

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HUNNICUTT PROPERTIES, LLC
2. The name and address of the registered agent and office is:

Ira B. Price
9100 S. Dadeland Blvd., #1701
Miami, Florida 33156

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.

Ira B. Price
Dated: 9/28/, 2000

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