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of
KARLEEN A. GRANT

September 28, 2000

Documents Examiner New Filings Section
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: J. PHILIPS ENTERPRISES, L.L.C.

Dear Sir or Madame:

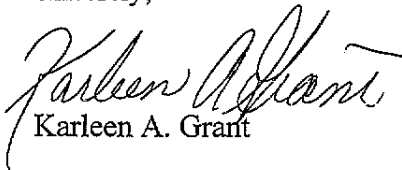
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please file the original, time-stamp the copy, and return the time-stamped copy to the undersigned.

I am also enclosing a check in the amount of \$125.00 to cover the following:

Filing Fee:	\$100.00
Registered Agent Designation:	\$ 25.00

Thank you for your cooperation in this matter.

Sincerely,


Karleen A. Grant

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

of

J. PHILIPS ENTERPRISES, L.L.C.

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

J. PHILIPS ENTERPRISES, L.L.C.

SECOND: The duration of the Limited Liability Company is perpetual.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 604 Whitehead Street, Key West, Florida 33040, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is KARLEEN A. GRANT.

FIFTH: The mailing address and principal office of the Limited Liability Company is 68 Sunset Key Drive, Key West, Florida 33040.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is JOHN P. BATTA, having an address at 68 Sunset Key Drive, Key West, Florida 33040.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash)

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contributed to the Limited Liability Company, as capital, by the Members is \$ 155,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.


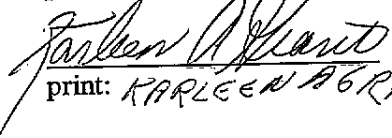
TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

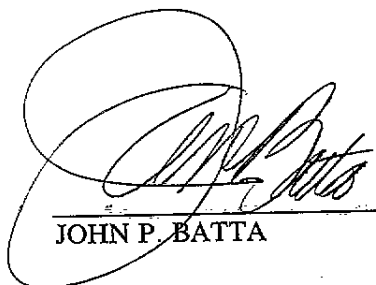
ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on September 27, 2000.

In the presence of:


print: MICHAEL EVES

print: KARLEEN A GRANT


JOHN P. BATTA

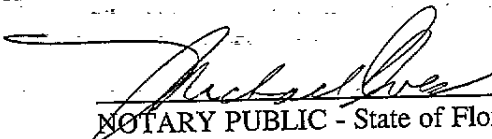
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STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 27 day of September, 2000, by **JOHN P. BATTA**, who is personally known to me or who produced N.J. D.L.# B0832 40700 01342, as identification.

My Commission Expires:

 Michael Ives
MY COMMISSION # CC926089 EXPIRES
May 20, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC - State of Florida

MICHAEL IVES
Print Name:

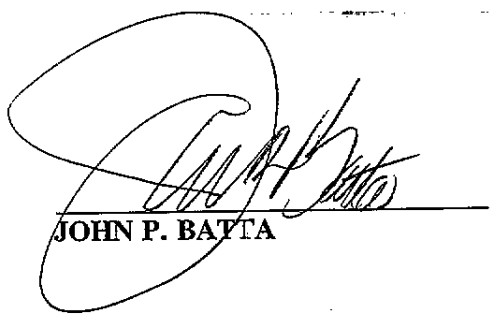
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, **J. PHILIP ENTERPRISES, L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Key West, County of Monroe, State of Florida, has named **KARLEEN A. GRANT**, whose address is 604 Whitehead Street, City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.

DATED: September 27, 2000.


JOHN P. BATTA

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KARLEEN A. GRANT
Registered Agent

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