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TILLEY & CHAPMAN

MICHAEL R. TILLEY
KRISTINE M. CHAPMAN

NATIONSBANK BUILDING
2000 GLADES ROAD • SUITE 208
BOCA RATON, FLORIDA 33431

(561) 392-5707
TELEFAX (561) 368-0709

October 4, 2000

MJH

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

*return
affidavit*

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***160.00 ***160.00

Re: Barry & Thomas Properties, LLC

Dear Department of State:


Please find enclosed the original and one copy of the following:

1. Articles of Organization;
2. Certificate and Acceptance of Registered Agent; and
3. Affidavit of Membership and Contributions

Also enclosed is our check in the amount of \$160.00 representing \$100.00 filing fee, \$30.00 certified copy fee, \$25.00 registered agent certificate and \$5.00 for a Certificate of Status.

Thank you for your cooperation.

Very truly yours,


Michael R. Tilley

Enclosures

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**ARTICLES OF ORGANIZATION
OF
BARRY & THOMAS PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Barry & Thomas Properties, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is C/O Jennifer Barry, 3220 Frederick Blvd, Unit 41, Delray Beach, Florida 33483.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash amount of \$35,000.00 per member.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in

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the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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 names and addresses of the members of the company are

JENNIFER BARRY, 3220 Frederick Blvd, Unit 41, Delray Beach, FL 33483
SHAUNNE THOMAS, 55 Tropic Isle Dr., Unit 33, Delray Beach, FL 33483

.....
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on October 2, 2000.


JENNIFER BARRY

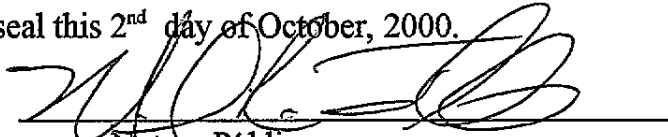

SHAUNNE THOMAS

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **SHAUNNE THOMAS** and **JENNIFER BARRY**, to me known to be the persons described herein, or who produced a Drivers License as identification, and who executed the foregoing instrument and they acknowledged before me that they executed the same as their free act and deed for the

purposes therein expressed.

WITNESS my hand and official seal this 2nd day of October, 2000.

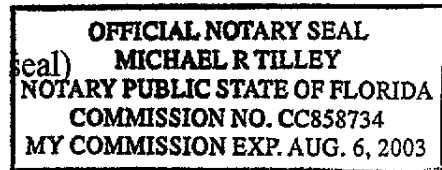


Notary Public
Print: Michael R. Tilley

My Commission Number is:

My Commission Expires:

(Affix seal)




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

Under the provisions of F.S. 608.415, BARRY & THOMAS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is BARRY & THOMAS PROPERTIES, LLC.
2. The name and street address of the registered agent in Florida are:

Michael R. Tilley
2000 Glades Road, Suite 208
Boca Raton, FL 33431

The undersigned, being the person named in the articles of organization of Barry & Thomas Properties, Inc., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Michael R. Tilley
Registered Agent

Oct. 2, 2000