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Abundance, L.L.C.
c/o Asset Management Advisors, LLC
1001 North US 1, Suite 800
Jupiter, Florida 33477

MJH

December 4, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find the following documents:

Articles of Organization of Abundance, LLC
Affidavit of Membership and Contribution
Certificate of Designation of Registered Agent & Office

Please accept the check enclosed as total fees for filing, and registering the agent, for Abundance, L.L.C., a new Florida limited liability company. Please call me on my direct number should you have any questions. Thank you.

Sincerely,



Jonathan Carroll
561-745-5068

DEC 8 2000
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Articles of Organization of Abundance, L.L.C.

Article 1

Name of Company

The name of the limited liability company is Abundance, L.L.C. (the "Company").

Article 2

Address of Principal Office

The mailing address and street address of the principal office of the Company is 1001 North U.S. Highway One, Suite 850, Jupiter, Florida 33477.

Article 3

Registered Agent and Office, & Registered Agent's Signature

The name and the Florida street address of the initial registered agent is:

Jonathan Carroll
c/o Abundance, LLC
800 North US 1, Suite 800
Jupiter, Florida 33477

Article 4

Period of Duration

The duration of the Company shall be perpetual.

Article 5

Management

The name and the business address of the initial manager who shall serve until the first annual meeting of members or until his successors are elected and qualified is Jonathan Carroll, c/o Asset Management Advisors, 1001 North US 1, Suite 800, Jupiter, Florida, 33477. Managers in accordance with the Company's regulations will manage the Company. The Company is, therefore, a manager - managed company.

Article 6

Admission of Additional Partners

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 the managers in accordance with the Company's regulations. An

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

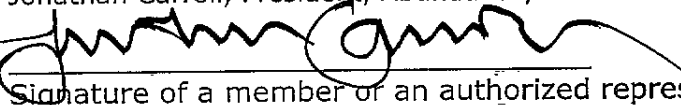
assignee of a membership interest shall become a member upon transfer of such membership interest in accordance with the Company's regulations.

Article 7
Continuation of Business

Upon the death, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

Signed:

Jonathan Carroll, President, Abundance, L.L.C.

A handwritten signature in black ink, appearing to read 'Jonathan Carroll', is written over a horizontal line.


Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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 to designate a registered agent and registered office in the State of Florida.

- 1) The name of the limited liability company is Abundance, L.L.C.
- 2) The name and the Florida address of the initial registered agent are:
Jonathan Carroll
c/o Abundance, LLC
800 North US 1, Suite 800
Jupiter, Florida 33477

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.


Jonathan Carroll