



L000000016356

ACCOUNT NO. : 072100000032

REFERENCE : 949624 10805A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 125.00

ORDER DATE : December 29, 2000

ORDER TIME : 1:52 PM

ORDER NO. : 949624-005

CUSTOMER NO: 10805A

500003517415--5

CUSTOMER: Robert B. Goldman, Esq
Allen & Goldman, P.a.

330-b Julia Street

Key West, FL 33040

DOMESTIC FILING

NAME: HSW PROPERTIES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

APPROVED
AND
FILED

00 DEC 29 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 29 PM 3:16
DIVISION OF CORPORATIONS
12-29-00

**ARTICLES OF ORGANIZATION
FOR
HSW PROPERTIES,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby form a limited liability company ("LLC") under the Florida Limited Liability Company Act and hereby adopt the following Articles of Organization of the LLC.

ARTICLE 1. Name: The name of the Limited Liability Company is HSW Properties, LLC.

ARTICLE 2. Address: the initial mailing address of the Limited Liability Company is 506-A Francis Street, Key West, Florida 33040.

ARTICLE 3. Registered Agent, Registered Office, & Registered Agent's Signature: the name and the Florida street address of the Registered Agent are:

Robert B. Goldman
Allen & Goldman, P.A.
330-B Julia Street
Key West, Florida 33040

Having been named as registered agent and to accept service of process for the above state 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 as provided for in Chapter 608, F.S.


Robert B. Goldman

ARTICLE 4. Management: The Limited Liability Company is to be managed by one more managers and is therefore a manager-managed company.

ARTICLE 5. Duration: The duration of the Company shall be fifty (50) years from the last day of the year in which these Articles of Organization are filed. The latest date on which the Company to dissolve is December 31, 2050.

ARTICLE 6. Powers: The Company shall have all powers that may be held by limited liability companies under the laws of the State of Florida as they may be amended from time to time. The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida and they may be amended from time to time.

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TALLAHASSEE, FLORIDA

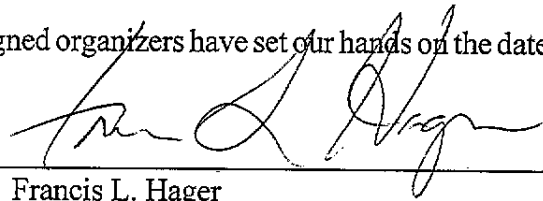
ARTICLE 7. Operating Agreement: The members shall enter into an Operating Agreement which relates to the business of the company, the conduct of its affairs, its rights or powers and the rights or powers of its members, officers, employees or agents.

IN WITNESS WHEREOF, we the undersigned organizers have set our hands on the date indicated below.

Date:

12/28/00

Signature:



Francis L. Hager

APPROVED
AND
FILED
00 DEC 29 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA