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December 27, 2000

AIRBORNE OVERNIGHT

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Attention: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: FLAGLER OCEANFRONT ENTERPRISES LLC,
A LIMITED LIABILITY COMPANY

500003516355--4
-12/28/00--01093--003
***125.00 ***125.00

Dear Sir / Madam:

Please find enclosed the following:

1. Original Articles of Organization of Flagler Oceanfront Enterprises, LLC, A Limited Liability Company.
2. Duplicate copy of the Articles of Organization of Flagler Oceanfront Enterprises, LLC, A Limited Liability Company.
3. Check # 0628, in the amount of \$125.00 payable to the Secretary of State.

Upon acceptance and filing of the enclosed Articles, please stamp the enclosed copy as "Filed", and return the copy together with the Certificate of Organization to me at the above address.

If there are any questions or problems, please call me at the above number.

Very truly yours,

James J. Kearns / *rh*

James J. Kearns

Enclosures
JJK/rhb

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SECRET
FLORIDA
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/1/00 BY 1043

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**ARTICLES OF ORGANIZATION
OF
FLAGLER OCEANFRONT ENTERPRISES, LLC
A LIMITED LIABILITY COMPANY**

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

ARTICLE I - NAME

The name of the limited liability company shall be Flagler Oceanfront Enterprises, LLC (Herein "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 1544 South Oceanshore Boulevard, Flagler Beach, Florida 32136.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent for service of process in the State of Florida is as follows:

CARL F. MAUNEY
1544 SOUTH OCEANSHORE BOULEVARD
FLAGLER BEACH, FLORIDA 32136

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for Flagler Oceanfront Enterprises, LLC at the place designated in these articles or 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 is familiar with and accept the obligations of my position as registered agent as provided for in F.S. chapter 608.



CARL F. MAUNEY, Registered Agent

ARTICLE IV - MANAGEMENT

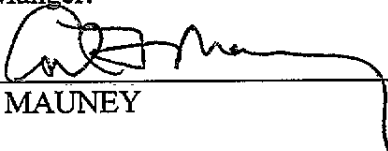
The Company is to be managed by one manager or more managers, and is therefore, a manager - managed company.

ARTICLE V - DURATION

The Company shall commence its existence on January 1, 2001. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in the regulations.

In accordance with F.S. §608.408(3), the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated herein are true.

Member/Manger:



CARL F. MAUNEY

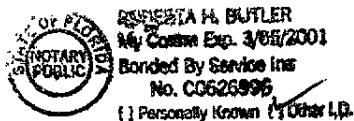
December 27, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

SWORN TO and SUBSCRIBED before me this 27th day of December, 2000, by CARL F. MAUNEY who is _____ personally known, or X who provided FL Dr. Lic. M500-126-54-183-0 as identification, bearing number _____ as identification.

(Notarial Seal)



Roberta H. Butler
Notary Public, State of Florida
Printed Name: ROBERTA H. BUTLER
My commission expires: 3/5/2001
Commission No.: CC626996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA