LYNCH, COX, GILMAN & MAHAN P.S.C.

400 WEST MARKET STREET, SUITE 2200 LOUISVILLE, KENTUCKY 40202 (502) 589-4215

Fax (502) 589-4994 E-Mail bmarshall@lcgandm.com

ROBERT A. MARSHALL

INDIANA OFFICE: 521 E. 7TH STREET esonville, Indiana 47130 January 11, 2001

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

30000353838: -01/16/01--01097--005 ****250.00

Hölbrook Properties, L.L.C.

McCardwell/Holbrook Properties, L.L.C.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of Articles of Organization for each of the limited liability companies referenced above, along with a check in the amount of \$250.00 to cover the filing fee.

Please return one file-stamped copy of each document to the undersigned in the enclosed, self-addressed envelope.

Thank you for your prompt attention to this matter

Very truly yours,

Robert A. Marshall

RAM/ic Enclosures

c:\client\mccardwell\sec-st1.11

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Holbrook Properties, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

225 Main Street, Suite 10 Destin, FL 32541

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Roland D. Guio	dry		
	Name		
225 Main St.,	Suite 10		
Florida street address (P.O. Box NOT acceptable) Destin FL 32541			
Ci	ty, State, and Zip		

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)	1 2
The Limited Liability Company is to be managed by one manager or more managers and	. IS
therefore, a manager - managed company.	

(An additional article must be added if an effective date is request	ed)		
Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	TAIL AIIAS	I NW 10	-
Jeffrey O. Holbrook		9	
Typed or printed name of signee	15 S	# #:	Ō
Filing Fees:	85	_	
\$100.00 Filing Fee for Articles of Organization		·E-	
a again perion of Degistered Agent			

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)