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ATTORNEY AT LAW
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February 14, 2001

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Via UPS Overnight -Tracking No. 1Z F49 705 22 1000 030 9

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/15/01--01048--002
***125.00 ***125.00

RE: ARTICLES OF ORGANIZATION
- CLASSIC PROPERTIES AND DEVELOPMENT, L.L.C


Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Organization for Classic Properties and Development, L.L.C., along with a check in the amount of \$125.00 for filing.

Please return a stamped, filed copy of the Articles with the Certificate of Organization (UPS airbill provided).

Thank you for your assistance in this matter.

Sincerely,


Lee B. Sayler

LBS/jlc

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
CLASSIC PROPERTIES AND DEVELOPMENT, L.L.C.**

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 **CLASSIC PROPERTIES AND DEVELOPMENT, L.L.C.** ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 240 10th St., West Palm Beach, FL 33401

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Patrick Borrico, 8931 NW 55th Pl, Coral Springs, FL 33067.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

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 the company as set

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STATE OF FLORIDA

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

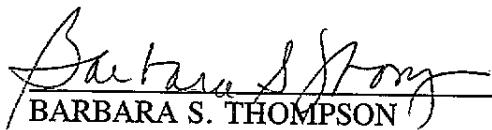
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

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 address of the members of the company are

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|------------------------------------------------------|
| BARBARA S. THOMPSON | 240 10 th St., West Palm Beach, FL 33401 |
| GRAHAM THOMPSON | 240 10 TH St., West Palm Beach, FL 33401 |
| PATRICK BORRICO | 8931 NW 55 th Pl, Coral Springs, FL 33067 |
| DAVID SHINE | 3559 Hudson Lane, Boynton Beach, FL 33436 |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at West Palm Beach, Florida, on Feb 13, 2001.


BARBARA S. THOMPSON

Date 2-06-01

STATE OF FLORIDA
COUNTY OF Manatee

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, BARBARA S. THOMPSON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

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TALLAHASSEE, FLORIDA

WITNESS my hand and official seal in the County and State
last aforesaid this 6 day of February, 2001.



Gail M Gibbs
NOTARY PUBLIC

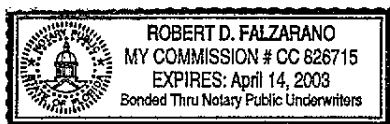
My Commission Expires: 01/18/2004

Graham Thompson Date 2-9-01
GRAHAM THOMPSON

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, GRAHAM THOMPSON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 13 day of Feb, 2001.



Robert D Falzarano
NOTARY PUBLIC

My Commission Expires: April 14, 2003

Patrick Borrigo
PATRICK BORRICO

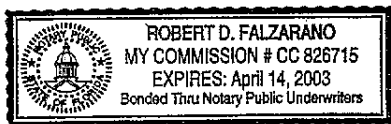
Date 2/13/01

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, PATRICK BORRICO, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal in the County and State
last aforesaid this 13 day of Feb, 2001.



[Signature]
NOTARY PUBLIC

My Commission Expires: April 14, 2003

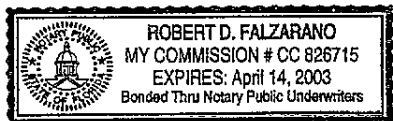
[Signature]
DAVID SHINE

Date 2/13/01

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, DAVID SHINE, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 13 day of Feb, 2001.



[Signature]
NOTARY PUBLIC

My Commission Expires: April 14, 2003

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 608 of the Florida Statutes.

Executed this 14 day of February, 2001.

[Signature]
PATRICK BORRICO