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HARRY J. ROSS
ADMITTED IN
FLORIDA & D.C.

LAW OFFICE OF
HARRY J. ROSS
6100 GLADES ROAD
SUITE 211
BOCA RATON, FL 33434

(561) 482-2400
FAX: (561) 482-2602

August 9, 2001

VIA FEDERAL EXPRESS
AIRBILL NO: 8290 5843 1886

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

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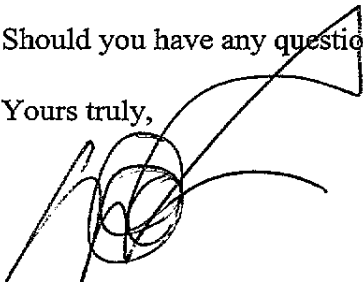
Re: Articles of Organization - Andrews Development, LLC

Dear Sir/Madame:

Enclosed herewith are the original Articles of Organization with respect to Andrews Development, LLC. I also enclose my check in the amount of \$125.00 representing the filing fee and designation of registered agent fee. Please process this document and fax the filed copy of the Articles of Organization to my office as soon as possible.

Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Yours truly,



HARRY J. ROSS

HJR:bs

Encl.

cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-13567
OK

**ARTICLES OF ORGANIZATION
OF
ANDREWS DEVELOPMENT, LLC**

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 ANDREWS DEVELOPMENT, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 30 Anna Street, Ocean Ridge, FL 33435.

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 is The Law Office of Harry J. Ross, Harry J. Ross, Esq., 6100 Glades Road, Ste. 211, Boca Raton, FL 33434.

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 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, provided there are at least two 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

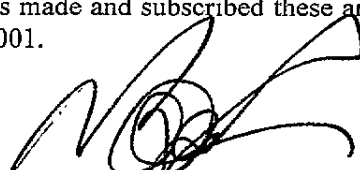
NAME

ADDRESS

JOHN T. ANDREWS

30 Anna Street, Ocean Ridge, FL 33435

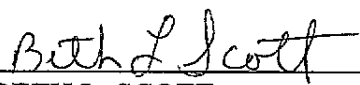
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Boca Raton., Florida, on this 8th day of August, 2001.


HARRY J. ROSS, ESQ. / Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and Subscribed before me this 8th day of August, 2001, by HARRY J. ROSS, who is personally known to me.

(SEAL)


BETH L. SCOTT
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Commission No. CC707216
My Commission Expires: 1/8/02

FILED
01 AUG 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL NOTARY SEAL
BETH L. SCOTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC707216
MY COMMISSION EXP. JAN. 8, 2002