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8/23

RJH

August 21, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Taraba Properties and Investments, L.L.C.

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-08/23/01--01031--003
****155.00 ****155.00

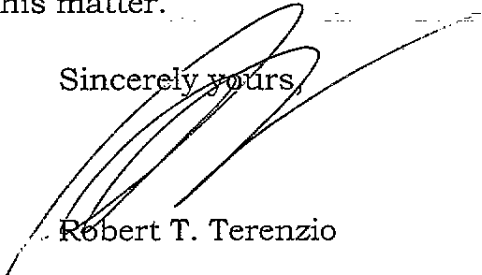
Dear Sir or Madam:

Enclosed, please find the Articles of Incorporation, plus copies, for the referenced company. I also enclose a draft in the amount of \$155.00, to cover the cost of registration. Please file the Articles, Designation of Registered Agent and return to me a certified copy.

If you have any questions or concerns, please call.

Thank you for your attention to this matter.

Sincerely yours,


Robert T. Terenzio

RTT/has
enclosures

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01 AUG 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TARABA PROPERTIES AND INVESTMENTS, L.L.C.

The undersigned certifies that he/she is establishing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

TARABA PROPERTIES AND INVESTMENT, L.L.C.

The mailing address and street address of its principal place of business is:

Mailing Address: P.O. Box 560639
Orlando, FL 32856

Street Address: 1879 Karolina Ave.
Winter Park, FL 32789

ARTICLE II
DURATION

The period of this Company's duration is perpetual, beginning on filing these Articles of Organization with the Secretary of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article III
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by one (1) manager. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers until the first annual meeting of members or until successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Paul Taraba	1879 Karolina Ave. Winter Park, FL 32789

ARTICLE IV
MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 10,000 units of Class A interests and _____ units of Class B interests. Each unit of ownership shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or Regulations of the Company. Voting on matters on which both classes are

entitled to vote shall be by vote of the membership interests as a whole and not by class.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than seventy-five percent (75%) of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than fifty-one percent (51%) of the Class A member interests of the Company.

ARTICLE VI
BUSINESS CONTINUATION AND DISSOLUTION

This company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the company. This Company may be dissolved by the written consent of the holders of not less than sixty percent (60%) of all member interests of both classes of the Company.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

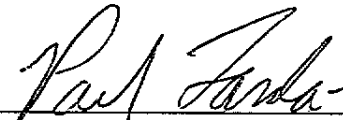
Robert T. Terenzio

1917 Boothe Cir. Suite 171
Longwood, FL 32750

ARTICLE VII
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than sixty percent (60%) of all member interests of both classes of the Company.

Executed by the undersigned on this 21st day of August, 2001.

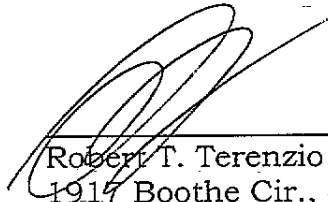
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Paul Taraba

ACCEPTANCE OF INITIAL REGISTERED AGENT

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.

Date: August 21, 2001



Robert T. Terenzio
1917 Boothe Cir., Suite 171
Longwood, FL 32750