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LA OFFICE OF JOHN G. ALLETTA

TRANSMITTAL LETTER

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September 4, 2001

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

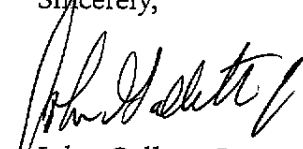
Subject: MADDOCK'S APARTMENTS, LLC.

Dear Sir or Madam:

Enclosed please find check no. 407 in the amount of \$130.00 for Filing Fee, Designation of Registered Agent and Certificate of Status for the above referenced Limited Liability Company. Please send a copy of the filed Articles to my office at, 4100 A1A South, St. Augustine, Florida 32080.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,


John Galletta Jr.

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DIVISION OF CORPORATIONS
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JG:lh

4100 A1A SOUTH • SAINT AUGUSTINE, FLORIDA • 32080
PHONE: (904) 461-6644 • FAX: (904) 461-9748

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ARTICLES OF ORGANIZATION OF
MADDOCK'S APARTMENTS, LLC.

ARTICLE I

Name

The name of the limited liability company ("Company") is MADDOCK'S APARTMENTS, LLC.

ARTICLE II

Address

The mailing address of the Company's principal office is 4 "D" Street, St. Augustine, Florida 32080.

ARTICLE III

Registered Agent and Office

The name of Company's initial registered agent in Florida is John Galletta Jr. The address of Company's registered office in Florida is 4100 A1A South, St. Augustine, Florida 32080.

ARTICLE IV

Management

The Company is to be managed by the members. Each managing member is identified as follows:

Janice L. Vucinich, whose address is 4 "D" Street, St. Augustine, Florida 32080.

Russell W. Erdmann, whose address is 4 "D" Street, St. Augustine, Florida 32080

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ARTICLE V

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VI

Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

Indemnification

To the greatest extent not inconsistent with the laws and public policies of Florida the Company will indemnify, as a matter of right, any Member made a party to any proceeding because he or she is or was a Member, against all liability incurred by such individual in connection with any proceeding; provided that such individual has met the standard of conduct for indemnification set forth under Florida law

ARTICLE IX

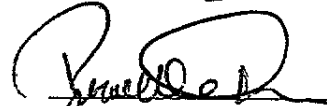
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

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IN WITNESS WHEREOF, we have executed these Articles of Organization on this _____ day of August, 2001 at 4100 A1A South, St. Augustine, Florida 32080.


Janice L. Vucimich


Russell W. Erdmann

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is MADDOCK'S APARTMENTS, LLC.
- (2) The name and address of the registered agent and office is: John Galletta Jr., Law Offices of John Galletta Jr., 4100 A1A South, St. Augustine, Florida 32080.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: August 30, 2001


John Galletta Jr.

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