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LAW OFFICES
LINSKY AND LINSKY

1509-B SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33573
(813) 684-5566
FAX (813) 684-3217

602 SOUTH BOULEVARD
TAMPA, FLORIDA 33606
(813) 251-5197
FAX (813) 254-6744

REPLY TO: Sun City Center

January 10, 2002

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

900004776049--2
-01/15/02--01057--009
****155.00 ****155.00

Re: Floricon Properties, L.L.C.

Gentlemen:

Enclosed please find the original and one signed copy of the Articles of Organization of Floricon Properties, L.L.C. which we respectfully submit for filing. Our firm check in the amount of \$155.00 is enclosed to cover the \$100.00 filing fee for the Articles of Organization, the \$25.00 fee for the Designation of Registered Agent, and the \$30.00 fee for a certified copy of said Articles. Please forward the certified copy to:

Linsky and Linsky, P.A.
1509 Sun City Center Plaza Suite B
Sun City Center, Florida 33573

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,
Linsky and Linsky

Donald B. Linsky
Donald B. Linsky

Signed by Julie Richie pursuant to
Donald B. Linsky's request due to Mr. Linsky's
absence and in order to avoid delay.

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
FLORICON PROPERTIES, 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 Floricon Properties, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 11502 Tullamore Place, Temple Terrace, Florida 33617.

ARTICLE III -- DURATION

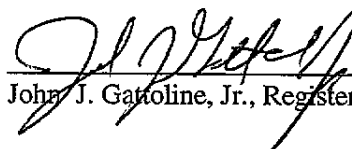
The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

John J. Gattoline, Jr.
11502 Tullamore Place
Temple Terrace, Florida 33617

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 his or her duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 6-8, F.S..



John J. Gattoline, Jr., Registered Agent's Signature

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."

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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.

ARTICLE VIII -- TERMINATION OF EXISTENCE

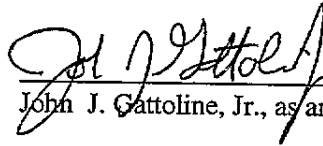
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided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

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager 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 name and address of the initial manager of the company is John J. Gattoline, Jr., of 11502 Tullamore Place, Temple Terrace, Florida 33617.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sun City Center, Florida, on this 8th day of January, 2002 ~~XXXXX~~



John J. Gattoline, Jr., as an Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of January, 2002 ~~XXXXX~~,
by John J. Gattoline, Jr., who is personally known to me or who has produced a Florida driver's license
as identification.



Notary Public

Printed name:

Commission Number:

Commission Expires:



Julie C. Richie
MY COMMISSION # DD060604 EXPIRES
September 27, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

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**SCHEDULE A
TO OPERATING AGREEMENT OF
FLORICON PROPERTIES, L.L.C.**

<u>Name and Address of Member:</u>	<u>Initial Capital Contribution:</u>	<u>Percentage Interest:</u>
John J. Gattoline, Jr. 11502 Tullamore Place Temple Terrace, Florida 33617	\$500.00	50%
Geraldine Cabrey 17563 Fairmeadow Drive Tampa, Florida 33647	\$500.00	50%

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