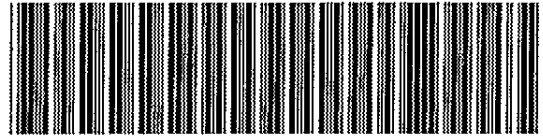


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TALLAHASSEE, FLORIDA



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*David C. Galfond*

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WASHINGTON OFFICE  
ONE THOMAS CIRCLE, N.W.  
SUITE 205  
WASHINGTON, D.C. 20005  
TALLAHASSEE, FLORIDA  
(202) 331-0700

October 22, 2002

Registration Section  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Organization, Affidavit of Membership and Contributions and Certificate of Designation of Registered Agent/Registered Office for the formation of a new Limited Liability Company, to wit: Armellini Leasing, LLC.

Enclosed as well please find a check in the total sum of \$155.00, which includes the \$100.00 filing fee, \$25.00 fee for Designation of Registered Agent and \$30.00 fee for a certified copy.

Kindly file the Articles of Organization without delay inasmuch as the members wish to commence business immediately upon the filing.

Please send confirmation of the filing to me at the Florida address above. You may fax me at 772-286-7690, phone at 772-286-0800, or E-Mail me at DMGalfond@aol.com.

Thank you for your immediate attention to this matter.

Very truly yours,

  
David C. Galfond

DCG/ns  
enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

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ARTICLE I-Name

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The name of the Limited Liability Company is:

ARMELLINI LEASING, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II-Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

3446 S. W. Armellini Avenue  
Palm City, Florida 34990

ARTICLE III-Duration

The Limited Liability Company shall have perpetual existence.

ARTICLE IV-Management

The management of the Limited Liability Company shall be vested in a manager or managers who shall be elected annually by the members as provided in the regulations of the Limited Liability Company, and they shall hold the offices and have the responsibilities accorded to them by the members as set forth in the said regulations. For the initial period, until the next annual election, the managers, either of whom may act alone, and their addresses are:

Judith R. Dusharm  
1230 S.W. Dyer Point Rd. and/or  
Palm City, FL 34990

John J. Nicholson  
1149 S. W. Hogan Street  
Port St. Lucie, FL 34983

Each member shall be entitled to vote on matters relating to the company and each member's vote shall be weighed in proportion to the member's capital account, but any manager who is not a member shall not be entitled to vote on matters relating to the limited liability company.

ARTICLE V-ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of admissions shall be: Except as otherwise provided in the Regulations, no person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI-Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be: A member may not transfer a membership interest without the vote or written consent of a significant percentage of the remaining members, but, in the event of an occurrence which terminates membership as outlined above, the remaining members may continue the business but shall pay the fair market value of the share of the member so leaving to the member, his assigns or, in the event of his death, to his heirs.

ARTICLE VII-Initial members

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The initial members of the limited liability company, and their addresses are:

Judith R. Dusharm  
1230 S. W. Dyer Point Road  
Palm City, FL 34990

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TALLAHASSEE, FLORIDA

David Armellini  
2095 S. W. Gull Harbor Lane  
Palm City, FL 34990

and

Richard Armellini  
2453 Provence Circle  
Weston, FL 33327

IN WITNESS WHEREOF, the undersigned has, this 22 day of October,  
2002, executed these Articles of Organization, affirming under the penalties  
of perjury that the facts stated herein are true.

  
David Armellini, Member

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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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.

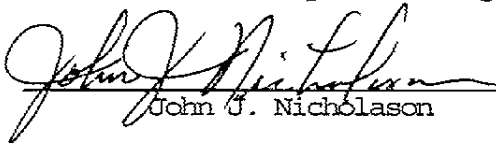
1. The name of the limited liability company is:

ARMELLINI LEASING, LLC

2. The name and address of the registered agent and office is:

John J. Nicholason  
3446 S. W. Armellini Avenue  
Palm City, FL 34990

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.

  
John J. Nicholason

October 22, 2002  
date