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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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BN

[Signature]

LIMITED LIABILITY COMPANY

landtrust holdings, llc

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED

LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is: **LANDTRUST HOLDINGS, LLC.**

ARTICLE II - Address

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

10557 EAST KEY DRIVE
BOCA RATON, FL 33498

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be from the date of the filing and acceptance of these articles as filed by the Secretary of State. The Company then shall continue until January 1, 2031 unless previously dissolved according to law.

ARTICLE IV - Management:

The Limited Liability Company is a member-managed company, to be managed by the members, and the name and address of the managing member is:

EDWARD C. MUNGENAST
10557 EAST KEY DRIVE
BOCA RATON, FL 33498

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 W. Broward Blvd., Suite 360
Plantation, FL 33324

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ARTICLE V - Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be as provided in the Company's Operating Agreement.

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ARTICLE VI - Members Rights to Continue Business:

The right 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 limited to that permitted in the Company's Operating Agreement.

ARTICLE VII

MEMBER

The name and address of the member signing these Articles of Organization is:

EDWARD C. MUNGENAST
10557 EAST KEY DRIVE
BOCA RATON, FL 33498

The undersigned has executed these Articles of Organization on
November 5th, 2002 as a member.

Edward C. Mungenast
EDWARD C. MUGENAST
Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE
FLORIDA

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: LANDTRUST HOLDINGS, L.L.C.

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

THEODORE F. BRILL, ESQ.
8211 W. Broward Blvd., Suite 360
Plantation, Florida 33324-2737

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.

Edward C. Management
(Signature)

11/5/2002
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member EDWARD C. MUNGENAST a member of LANDTRUST HOLDINGS, L.L.C. deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is \$1,000.
- 3) If any, the agreed value of the property other than cash contributed by member(s) is \$ 0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$1,000. This total includes amounts from 2 and 3 above.

ED C Mungenast

Member - EDWARD C. MUNGENAST
(In accordance with Section 508.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

11/5/2002
Date

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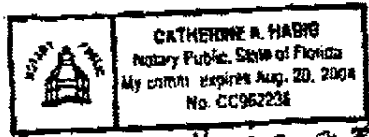
STATE OF FLORIDA
COUNTY OF ~~BEAUFORT~~ *Polk Beach*

The foregoing instrument was acknowledged before me on 11-5, 2002, by EDWARD C. MUNGENAST, who is personally known to me or has produced known as identification.

Catherine Habig

NOTARY PUBLIC- State of Florida

My Commission Expires:



Signature only