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2003 MAY 21 PM 12:22

CLERK OF COURTS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 27 2003

VANNESS & VANNESS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Thomas M. (Mont) VanNess, Jr.
Denise VanNess

J. Stephen Pullum, Of Counsel
Marybeth L. Pullum, Of Counsel

1205 North Meeting Tree Boulevard
(Meadowcrest - Corporate Oaks)
Crystal River, Florida 34429
Telephone: (352) 795-1444
Facsimile: (352) 795-0961

May 19, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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2003 MAY 21 PM 12:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Kingdon Alan Gallery, L.L.C.

Dear Madam or Sir:

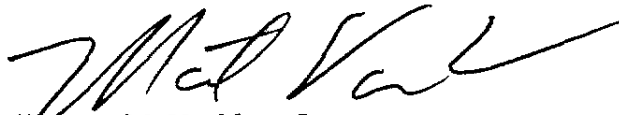
Enclosed please find our firm's check in the amount of \$155.00 to cover the following fees of your office.

Filing Articles of Organization for L.L.C.	\$100.00
Certification of Articles for L.L.C.	\$ 30.00
Filing Resident Agent Form for L.L.C.	\$ 25.00

We enclose the original and one copy of Articles of Organization for the proposed limited liability company referenced above and executed resident agent form. Please endorse your approval on the copy of the Articles of Organization, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,


Thomas M. VanNess, Jr.

TMV:kh

Encls. (as stated)

ARTICLES OF ORGANIZATION OF
KINGDON ALAN GALLERY, L.L.C.

FILED
2003 MAY 21 PM 12:22
ONLINE CORPORATION
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") is KINGDON ALAN GALLERY, L.L.C.

ARTICLE II. PURPOSE

The purpose of this Limited Liability Company may include the transaction of any and all lawful business for which Limited Liability Companies may be organized in the State of Florida.

ARTICLE III. ADDRESS

The mailing and street address of the Company's principal office is 70 Beach Drive, St. Petersburg, Florida 33701.

ARTICLE IV. MEMBERS AT TIME OF FORMATION

There shall be at least one member at the time the limited liability company is formed. The members at the time of formation are:

RICHARD A. KAUFFMANN 650 East Epsom Court
Hernando, FL 34442

COURTNEY KRIPPENDORF 227 Seventh Avenue, N.E., #9
St. Petersburg, FL 33701

ARTICLE V. DURATION

The period of duration for the Company is perpetual, unless sooner terminated, beginning on the date these Articles of Organization are filed by the Florida Department of State.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the Company's initial Registered Agent in Florida is THOMAS M. VANNESS, JR. The address of the Company's registered office in Florida is 1205 North Meeting Tree Blvd., Crystal River, Florida 34429.

ARTICLE VII. MANAGEMENT

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

RICHARD A. KAUFFMANN 650 East Epsom Court
Hernando, FL 34442

COURTNEY KRIPPENDORF 227 Seventh Avenue, N.E., #9
St. Petersburg, FL 33701

ARTICLE VIII. 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 IX. MEMBERS RIGHT TO CONTINUE 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. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 8th day of May, 2003, at Crystal River, Florida.

Witnesses:

Suzanne Lora Graine
Centre d'Enseignement

RICHARD A. KAUFFMANN

Julienne Imagrain
Denis Heint

COURTNEY KRIPPENDORF

"MEMBERS"

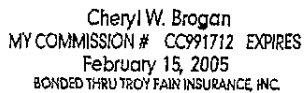
STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 8th day of MAY, 2003, by RICHARD A. KAUFFMANN, as a Member to these Articles of Organization. Said person did not take an oath and (check one) is personally known to me, ✓ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:

Cheryl W. Brogan
MY COMMISSION # CC991712 EXPIRES
February 15, 2005
BONDED THRU TROY FAIR INSURANCE, INC

Cheryl W. Brogan
Printed Name: CHERYL W. BROGAN
NOTARY PUBLIC State of Florida
Commission # _____
My Commission Expires: _____

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Cheryl W. Brogan
Printed Name: CHERYL W. BROGAN
NOTARY PUBLIC State of Florida
Commission # _____
My Commission Expires: _____

(L:\KingdonLLL\LLCArticles.lhh)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST-- THAT KINGDON ALAN GALLERY, L.L.C. DESIRING TO ORGANIZE
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF ST. PETERSBURG, STATE OF FLORIDA, HAS
NAMED THOMAS M. VANNESS, JR., LOCATED AT 1205 N. MEETING TREE BLVD.,
CITY OF CRYSTAL RIVER, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE

(L.L.C. Manager)

TITLE

MANAGER

DATE

05-08-03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED L.L.C., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFOR-
MANCE OF MY DUTIES.

SIGNATURE

(Resident Agent)

DATE

05-08-03

(L:\KingdonLLC\LLCResidentAgent.lhh)