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January 3, 1995

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: ARTICLES OF ORGANIZATION
HILLIARD ASSOCIATES, L.C.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Organization, along with our firm's check in the amount of \$337.50 for the filing the attached articles. Please return one certified copy to our offices.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

BY: 

TAMMY D. TOMS
LEGAL SECRETARY for
J. GEOFFREY PFLUGNER

Enclosures

FILED
95 JAN -5 AM 10:28
TALLAHASSEE, FLORIDA

D. BROWN JAN - 9 1995

ARTICLES OF ORGANIZATION
HILLIARD ASSOCIATES, L.C.

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95 JUN -5 1990 20
CLERK OF COURT

The undersigned, desiring to form a limited liability company (a "Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is HILLIARD ASSOCIATES, L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, and selling real property, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing and street address of the Company's principal office is 1249 South Basin Lane, Sarasota, Florida 34242.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a 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 VII - Continuance of Company

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.

Article VIII - Management

The management of the Company shall be reserved to its members. Richard J. Segal and Judith A. Segal, 1249 South Basin Lane, Sarasota, Florida 34242, shall manage the Company.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VIII.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of December, 1994.

By: 

J. Geoffrey Pflugner

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of HILLIARD ASSOCIATES, L.C. deposes and says:

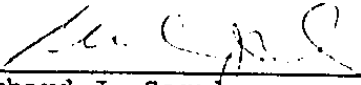
(1) The above named limited liability company has at least two members.

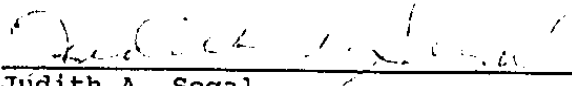
(2) The total amount of cash contributed by the members is Two Thousand and No/100 Dollars (\$2,000.00).

(3) If any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part of this affidavit.

(4) The total amount of cash or property anticipated to be contributed by members is \$25,000.00. This total includes amounts from (2) and (3) above.

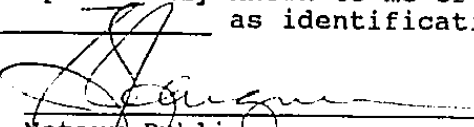
In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

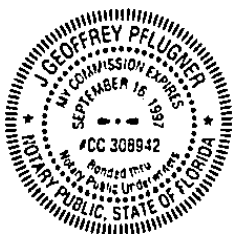

Richard J. Segal


Judith A. Segal

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of December, 1994, by Richard J. Segal and Judith A. Segal, husband and wife, who are personally known to me or who have produced _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:



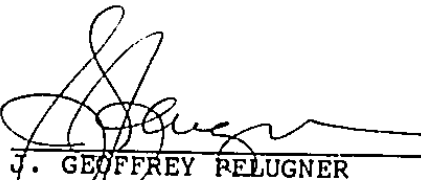
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95 JAN -5 2:10:28
HILLIARD ASSOCIATES, L.C.

CERTIFICATE OF DESIGNATION OF HILLIARD ASSOCIATES, L.C.
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the herein identified 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 HILLIARD ASSOCIATES, L.C..
2. The name and address of the registered agent and office is: J. GEOFFREY PFLUGNER, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

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.


J. GEOFFREY PFLUGNER

Date: December 30, 1994

ORIGINAL