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MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GERALD J. BIONDO
CRISTINA ECHARTE BROCHIN
ANA MARIA ESCAGEDO
MANUEL KADRE
LYNETTE EBEOGLU McGUINNESS
M. CRISTINA MORENO
RENE V. MURAI
LESLIE SMITH
GERALD B. WALD

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25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-5900
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(305) 358-4842

November 9, 1995

WILLIAM E. DAVIS
OF COUNSEL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001635889
-11/14/95--01102--001
****675.00 ****337.50

Re: MFFA&C Limited Company
FFA&C Limited Company

Dear Sir/Madam:

Enclosed for filing are Articles of Organization for MFFA&C Limited Company and FFA&C Limited Company. We are also enclosing our check in the amount of \$675 representing your filing fee, certified copy fee and registered agent designation fee for each limited company.

Please forward to us a certified copy of the Articles of Organization of each limited company at your earliest convenience.

Sincerely,

Gerald J. Biondo

Gerald J. Biondo

GJB:afd
G:\DELGUIDI\SEC-ST.LTR

Enclosures

FILED
95 NOV 11 AM 9:09
TALLAHASSEE, FLORIDA
STATE

G3 11/14/95

ARTICLES OF ORGANIZATION FOR
MFFA&C LIMITED COMPANY
a Florida Limited Liability Company

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95 NOV 14 AM 9:09

SECRETARY OF STATE
141 W. WASHINGTON STREET
TALLAHASSEE, FLORIDA 32304

The undersigned, desiring to form a limited liability Company under and pursuant to Florida Statute 608 and entitled the Florida Limited Liability Company Act do hereby adopt the following of Articles of Organization for such company:

1. Name. The name of the Company shall be MFFA&C LIMITED COMPANY.

2. Duration/Continuation. The period of the Company's duration shall be 29 years from the date of filing of these Articles of Organization with the Florida Secretary of State unless terminated earlier by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the Company is continued by the consent of all the remaining members or by an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Mailing Address. The mailing address of the limited liability Company is c/o of Fred DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

4. Registered Agent and Office. The name and street address of the initial registered agent and office of this Company is Fred DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

5. Admission of Additional Members and Terms and Conditions of Such Admissions. Additional members may be admitted upon the approval of the majority of the members of the Company, upon the written application of such new member in a manner set forth in bylaws of this Company.

6. Right to Continue Business. The remaining members may 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.

7. Management of the Company. The business of the Company shall initially be managed by Mildred DelGuidice who shall serve as manager/president until the first annual meeting of the Members or until her successor is elected and qualified. Management of the Company is reserved to the Members. Mildred DelGuidice's address is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

8 Officers. The officers of this limited liability company are:

1. Mildred DelGuidice - president
2. Fred DelGuidice - vice president/
treasurer
3. Christopher DelGuidice - vice president/
secretary
4. Fazira DelGuidice - vice president

9. Members. The Members of this limited liability company and their respective percentage interest (the "Percentage Interest") are:

- a) Mildred DelGuidice (20%)
- b) Fazira DelGuidice (10%)
- b) Gerald J. Biondo & Neil Faucett
as Trustees under the DelGuidice
Family Investment Trust dated
November 1, 1987 (35%)
- c) Gerald J. Biondo & Neil Faucett
as Trustees under the DelGuidice
Family Investment Trust dated
May 18, 1995 (35%)

10. Purposes of the Company. The Company is formed for the purposes of performing any and all business which is lawful under the laws of the State of Florida including, without limitation, the acquisition and management and eventual conveyance of real property. The limited liability Company shall have all the powers as set forth in Florida Statutes 608.404.

11. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consisting with Florida Statutes 608 and shall be prescribed by the Department of State and shall be signed and sworn to by all Members of the Company. In the event a new member is added by such amendment it shall also be signed by the member to be added.

12. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability Company should be vested in the Members. Regulations adopted by the Members may be repealed or altered, new regulations may be adopted by the Members and the Members may prescribe that any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

13. Transferability of Member's Interest. An interest of a member of this Company may be transferred or assigned to such extent and in a manner provided in the regulatory agreement. However, if all the remaining members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and

affairs of the Company or to become member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

14. Withdraw Reduction of Member's Contribution Capital. A Member shall not receive out of the Company property any part of his or her contribution to capital until:

(a) all liabilities to the Company have been paid or sufficient to the property of the Company remains to pay them.

(b) The consent of all Members is obtained.

(c) These Articles of Organization are cancelled or so amended as to set out the withdraw reduction.

A Member shall be entitled to a return of their contribution in a manner provided for in the regulations of the Company.

15. Capital. The capital of the Company shall initially be \$1,000.00 and will be contributed in accordance with each Member's respective Percentage Interest.

16. Distributions. There will be a special distribution of one hundred percent (100%) of all net income of this limited liability company to the Manager/President for as long as Fred DelGuidice is alive. Upon the demise of Fred DelGuidice, all net income will be distributed in accordance with the Percentage Interest of each Member as set forth in paragraph 9 above.

IN WITNESS WHEREOF, the undersigned as incorporators have hereunto set their hands and seals on this 24th day of October, 1995.

MEMBERS:

October 9, 1995
Date

Mildred Del Guidice
Mildred DelGuidice

October 9, 1995
Date

Fazira DelGuidice
Fazira DelGuidice

(SIGNATURES CONTINUE ON NEXT PAGE)

DELGUIDICE FAMILY INVESTMENT
TRUST

Dated November 1, 1987

OCT 30, 1995
Date

By: Gerald J. Biondo
Gerald J. Biondo, Trustee

Oct. 26, 1995
Date

By: Neil Faucett
Neil Faucett, Trustee

DELGUIDICE FAMILY INVESTMENT
TRUST

Dated May 18, 1995

OCT 30, 1995
Date

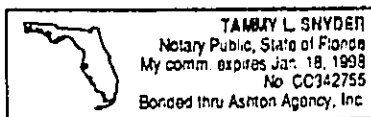
By: Gerald J. Biondo
Gerald J. Biondo, Trustee

OCT 26, 1995
Date

By: Neil Faucett
Neil Faucett, Trustee

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

9th The foregoing instrument was acknowledged before me this
day of October, 1995 by MILDRED DELGUIDICE who is
personally known to me or has produced _____ as
identification.



Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: CC 342755

My Commission expires:

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of October, 1995 by FAZIRA DELGUIDICE who is personally known to me or has produced _____ as identification.

Tommy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tommy Snyder
Commission No.: CC 342755

My Commission expires:

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of October, 1995 Gerald J. Biondo as Trustee of the DelGuidice Family Investment Trust dated November 1, 1987, who is personally known to me or who has produced _____ as identification.

Althea Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Dyer
Commission No.: _____

My Commission expires: 11/16/98

OFFICIAL NOTARY SEAL
ALTHEA FAYE DYER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC421198
COMMISSION EXP. NOV 16, 1998

6A
STATE OF FLORIDA)
): ss.
COUNTY OF Cobb)

The foregoing instrument was acknowledged before me this 26 day of OCTOBER, 1995 Neil Faucett as Trustee of the DelGuidice Family Investment Trust dated November 1, 1987, who is personally known to me or who has produced _____ as identification.

Susan Fuller
NOTARY PUBLIC, STATE OF FLORIDA
Print name: SUSAN FULLER
Commission No.: _____

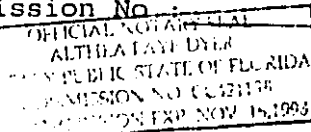
My Commission expires:
G:\DELGUIDI\MFFA&C.ART

Notary Public, Fulton County, Georgia
My Commission Expires July 21, 1998

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd 11
day of October, 1995 Gerald J. Biondo as Trustee of the
DelGuidice Family Investment Trust dated May 18, 1995, who is
personally known to me or who has produced _____
as identification.

Althea Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Dyer
Commission No.: _____



My Commission expires: 11/15/96

GA
STATE OF FLORIDA)
): ss.
COUNTY OF Cobb)

The foregoing instrument was acknowledged before me this 26
day of OCTOBER, 1995 Neil Faucett as Trustee of the
DelGuidice Family Investment Trust dated May 18, 1995, who is
personally known to me or who has produced _____
as identification.

Susan Fuller
NOTARY PUBLIC, STATE OF FLORIDA GEORGIA
Print name: SUSAN FULLER
Commission No.: _____

My Commission expires: Notary Public, Fulton County, Georgia
 My Commission Expires July 21, 1998

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ACCEPTANCE OF REGISTERED AGENT

95 NOV 14 AM 9:09

OF

MFFA&C LIMITED COMPANY

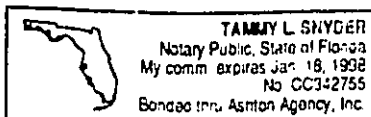
NOTARY OF STATE
TALLAHASSEE FLORIDA

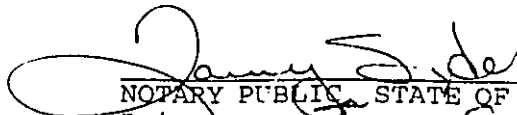
The undersigned, Fred DelGuidice, has been named as registered agent and agrees to accept service of process for MFFA&C LIMITED COMPANY, a Florida limited liability company. Fred DelGuidice hereby accepts the appointment as registered agent and agrees to act in this capacity. Fred DelGuidice further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


FRED DELGUIDICE

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of October, 1995 by FRED DELGUIDICE, who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: CC342755

My Commission expires:

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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

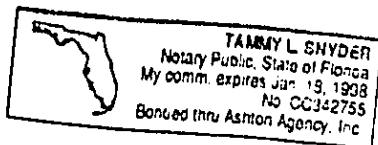
BEFORE ME, the undersigned authority, personally appeared MILDRED DELGUIDICE, who on oath states as follows:

1. That she is a member of MFFA&C LIMITED COMPANY, a Florida limited liability company.
2. That MFFA&C LIMITED COMPANY has at least two (2) members.
3. That the amount of cash and description and agreed value of the property other than cash contributed by the members is \$1,000.

FURTHER AFFIANT SAYETH NAUGHT.

Mildred Del Guidice
MILDRED DELGUIDICE

The foregoing instrument was acknowledged before me this 9th day of October, 1995 by MILDRED DELGUIDICE, who is personally known to me or who has produced _____ as identification.



Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: CC 342755

My Commission expires:

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STATE
TALLAHASSEE FLORIDA