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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

L95000000967

ACCOUNT NO. : 072100000032

REFERENCE : 767840 8069A

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 337.50

ORDER DATE : December 14, 1995

ORDER TIME : 9:30 AM

ORDER NO. : 767840

CUSTOMER NO: 8069A

000001001300

CUSTOMER: Tim Knowles, Legal Assistant
HARLEE PORGES HAMLIN &
HAMRICK, PA
1205 Manatee Avenue, W

Bradenton, FL 34205

DOMESTIC FILING

NAME: 7400 RIDGEWOOD AVENUE, L.C.

FILED
95 DEC 14 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

DEC 14 1995 BSB

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: _____

**Articles of Organization for 7400 Ridgewood Avenue L.C., a
Florida Limited Liability Company (FS § 608.407)**

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

1. Name. The name of this company shall be 7400 Ridgewood Avenue L.C. (the "Company").

2. Duration/Continuation. The period of this company's duration shall be twenty (20) unless terminated 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 amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing and street address is 7400 Ridgewood Avenue Cape Canaveral, Florida.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Timothy A. Knowles, Esquire, Harllee, Porges, Hamlin & Hamrick, P.A., 1205 Manatee Avenue West, Bradenton, Florida 34205.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations 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 of the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company.

The company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Michael J. Jacobson
16 Highland Avenue
Cambridge, Mass. 02139

William T. Walters
145 E. Reno, Ste. 5E-A
Las Vega, Nevada 89119

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FLORIDA

The Managers shall be elected and serve as set forth in the Regulations of the Company.

8. Optional Provisions:

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 consistent with Florida Statute 608 as 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 be also signed by the member to be added.

Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this 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 this company or to become a 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.

Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:


(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,


(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned organizing member has hereunto set his hand and seal this 13th day of December, 1995.


Timothy A. Knowles, Esquire,
authorized representative of Michael
J. Jacobson

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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


Timothy A. Knowles, Esquire

Affidavit of Contributions
(F.S. § 608.407(2))

State of Florida
County of Manatee

Before the undersigned authority personally appeared *Timothy A. Knowles, Esquire*, authorized representative of a Michael J. Jacobson, who on oath says:

1. That *he* is an authorized representative of Michael J. Jacobson, a member of 7400 Ridgewood Avenue L.C.

2. That 7400 Ridgewood Avenue L.C. has at least two members.

3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$2,420,625.00 cash and no other property.

4. The total amount anticipated to be contributed by the members is \$2,420,625.00.

Further affiant sayeth naught.



Timothy A. Knowles, Esquire,
authorized representative of
Michael J. Jacobson.

Sworn to and subscribed before me this 13th day of December, 1995
by Timothy A. Knowles, who is personally known to me.


Signature of Notary

OFFICIAL SEAL
DANETTE LAFRANCE
My Commission Expires
Sept. 10, 1996
Comm. No. CC 227110

Print, Type or Stamp
Commissioned Name of Notary Public

L9500000967

120 DAYS
TALLAHASSEE FL 32304
904-222-0393 FAX

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95 DEC 15 AM 10:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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95 DEC 15 11:38
DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 71682 8069A

AUTHORIZATION : Patricia Pzyts

COST LIMIT : \$ 105.00

ORDER DATE : December 15, 1995

ORDER TIME : 10:18 AM

ORDER NO. : 771682

CUSTOMER NO: 8069A

8000118623 78

CUSTOMER: Tim Knowles, Legal Assistant
Harilee Porges Hamlin &
1205 Manatee Avenue, W

Bradenton, FL 34205

DOMESTIC AMENDMENT FILING

NAME: 7400 RIDGEWOOD AVENUE L.C.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS DEC 19 1995

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Morlham
Secretary of State

December 15, 1995

CSC NETWORKS
HARRY B. DAVIS

RESUB
12/18

SUBJECT: 7400 RIDGEWOOD AVENUE L. C.
Ref. Number: L9500000967

We have received your document for 7400 RIDGEWOOD AVENUE L. C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The document must be signed by a member or the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Darlene Connell
Corporate Specialist

Letter Number: 095A00054343

Certificate of Amendment of Articles of Organization of [Name of Limited Liability Company] a Florida Limited Liability Company

Pursuant to the Provisions of Section 608.411, Florida Statutes, the Undersigned Limited Liability Company, Organized Under the Laws of the State of Florida, Submits the Following Certificate of Amendment of Articles of Organization.

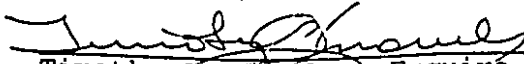
1. The name of the limited liability company is 7400 Ridgewood Avenue L.C.

2. The date of filing of the Articles of Organization is December 14, 1995.

3. The amendments to the Articles of Organization are as follows:

The duration of the Company shall be twenty (20) years following commencement unless terminated as provided in the Articles of Organization or Regulations.

4. This certificate of amendment shall be effective on December 14, 1995.


Timothy A. Knowles, Esquire,
authorized representative of
Michael J. Jacobson, Member

DECEMBER 14, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA