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1960000223

ACCOUNT NO. : 072100000032

REFERENCE : 061093 01279A

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 293.75

ORDER DATE : February 27, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 061093

CUSTOMER NO: 01279A

400001725684

CUSTOMER: Debra Graff, Legal Asst
JOHN T. KINSEY, P.A.

Suite 112
2300 Corporate Boulevard
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BRYBAR PROPERTIES, L.C.

EFFECTIVE DATE:

ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

FILED
96 FEB 27 AM 8 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 27 PM 12: 27
DIVISION OF CORPORATION

T. BROWN FEB 28 1996

**ARTICLES OF ORGANIZATION
OF
BRYBAR PROPERTIES, L.C.**

FILED
96 FEB 27 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Company shall be

Brybar Properties, L.C.
2300 Corporate Blvd., #112
Boca Raton, Florida 33431

ARTICLE II

This Company may engage in any activity or business permitted under the laws of the State of Florida for corporations.

ARTICLE III

The period of duration for the Company is twenty-five years, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless terminated earlier upon affirmative vote of 100% of the members of the Company.

ARTICLE IV

The Company is to be managed by the members of the Company (the "Members") or one of their number, as the members may elect. The Members may designate one of the Members or a representative of one of the Members to execute documents and instruments on behalf of the Company and to perform such other functions as may be set forth in the regulations of the Company (the "Regulations"). The name and address of the first managing Member is:

John T. Kinsey
2300 Corporate Blvd., #112
Boca Raton, Florida 33431

ARTICLE V

The Members have the right to admit new members in accordance with Regulations related to such purpose as may be adopted by the Members. No Member may transfer its interest in the Company without the consent of the remaining Members.

ARTICLE VI

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.

ARTICLE VII

The initial Regulations shall be adopted by the Members. The Regulations may be repealed or amended and new Regulations may be adopted solely by the Members.

ARTICLE VIII

The initial registered office of the Company shall be located at 2300 Corporate Blvd., #112, Boca Raton, Florida 33431, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John T. Kinsey.

ARTICLE IX

No contract or other transaction between this Company and any other person or entity, and no act of this Company, shall in any way be affected or invalidated by the fact that the Members are pecuniarily or otherwise interested in, or representatives of the Members are directors or officers of, such other corporation.

ARTICLE X

The private property of the Members shall not be subject to payment of the debts of the Company to any extent.

ARTICLE IX

The name and address of the Organizing Member of the Company is:

John T. Kinsey
2300 Corporate Blvd., #112
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I, the undersigned, being the Organizing Member hereinabove named, for the purpose of forming a limited liability company to do business both within and without the State of Florida under the laws of Florida, do make and file these Articles of Organization, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 23rd day of February, 1996.


John T. Kinsey, Organizing Member

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

In compliance with the laws of the State of Florida, the following is submitted:

1. Brybar Properties, L.C. , desiring to organize under the laws of the State of Florida, has named John T. Kinsey its statutory registered agent.

Having been named the statutory agent of the above-named Company at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


John T. Kinsey, Registered Agent

Dated this 23rd day of February, 1996

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 23rd day of February, 1996 by John T. Kinsey as Organizing Member and as Registered Agent of Brybar Properties, L.C. on behalf of the Company.


Notary Public, State of Florida

My commission expires:


Printed Name of Notary Public



DEBRA A. GRAFF
MY COMMISSION # CC423351 EXPIRES
May 1, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Form of I.D.

Personally Known

Other No. _____

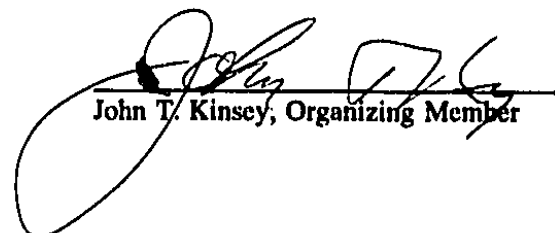
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

96 FEB 27 AM 8:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Organizing Member of Brybar Properties, L.C. deposes and says:


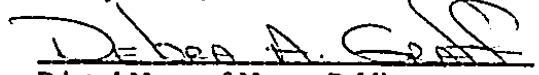
- (1) The above named limited liability company has at least two Members.
- (2) The total amount of cash contributed by the Members is \$1,000.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$0.00. A description of the property is attached and made a part of this affidavit.
- (4) The total amount of cash or property anticipated to be contributed by members is \$1,000.00. 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 here are true.



John T. Kinsey, Organizing Member

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 23rd day of February, 1996 by John T. Kinsey as Organizing Member of Brybar Properties, L.C. on behalf of the Company.


Notary Public, State of Florida

Printed Name of Notary Public

My commission expires:

 DEBRA A. GRAFF
MY COMMISSION # CC423351 EXPIRES
May 1, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Form of I.D.
 Personally Known
_____ Other No. _____