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R. Scott Phelps, Jr.

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March 1, 1996

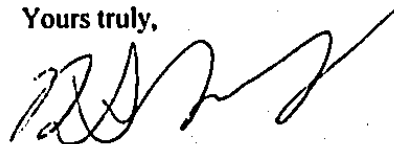
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization of Phoenix Realty, L.C., and a check payable to the Department of State in the amount of \$285.00 to cover filing fees. Please return a copy of the Articles to me at the above address. Thank you.

Yours truly,



R. Scott Phelps, Jr., Esquire

enclosures
RSP/jen

R.S. Phelps, Jr. GAVE
AUTHORIZATION BY PHONE TO
CORRECT L.C. Name
DATE 3/19/96
DOC. EXAM. SAB

FILED
96 MAR -6 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plantation Realty, L.C.

SAB
3/19/96

ARTICLES OF ORGANIZATION OF
PLANTATION REALTY, L.C.

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TALLAHASSEE, FLORIDA

A Florida Limited Liability Company

ARTICLE I - NAME

The name of the Limited Liability Company is Plantation Realty, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the Limited Liability Company is 10413 US Highway 92, Tampa, Florida 33610

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be unlimited.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of the manager who shall serve as manager until such a time as a successor is elected and qualifies is R. Scott Phelps, Jr., 304 Kings Court, Number 237, Brandon, Florida 33510. The members of the Limited Liability Company may choose any other person or entity, or a group of persons and /or entities, to serve as manager of the Limited Liability Company only upon unanimous vote and members of the Limited Liability Company are not prohibited from serving as manager.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company may admit additional members only upon unanimous vote.

ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS

The members of the Limited Liability Company remaining after 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 of the Limited Liability Company shall have no right to continue the business of the Limited Liability Company.

ARTICLE VII - INDEMNIFICATION

The Limited Liability Company shall indemnify all members, managers, and managing members to the fullest extent allowable under law.

ARTICLE VIII -- POWERS AND PURPOSE

The Limited Liability Company is organized to transact any lawful business and may exercise all lawful power available to a limited liability company.

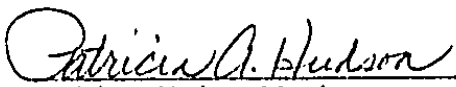
ARTICLE IX -- REGISTERED AGENT

The name and address of the registered agent and office is R., Scott Phelps, Jr., 10413 US Highway 92, Tampa, Florida 33610.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of Plantation Realty, L.C. depose and say:


1. The L.L.C. , has at least two members.
2. The total amount of cash contributed by the members is NO dollars.
3. The agreed value of the property other than cash contributed by the members is ten thousand dollars (\$10,000) and consists of a five thousand dollar line of credit valued at five thousand dollars (\$5,000) and the services of a full-time real estate broker valued at five thousand dollars (\$5,000).
4. The total amount of cash and property anticipated to be contributed by members is ten thousand dollars (\$10,000). This amount includes the amounts from 2 and 3 above.


Patricia A. Hudson, Member


Marie D. Nadin, Member

ACCEPTANCE BY REGISTERED AGENT

I, R. Scott Phelps, Jr., being well advised in the duties and responsibilities of a registered agent, do hereby accept the duties and responsibilities as registered agent of Plantation Realty, L.C.


R. Scott Phelps, Jr.

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