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March 5, 1996

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001734854
-03/06/96--01112--002
****337.50 ****337.50

Re: Florida Fimo L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization of Florida Fimo L.C.
Also enclosed is a check in the amount of \$337.50 for the filing fee plus the cost for a certified copy.
I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette
Karen S. Faucette
Secretary to
Joseph E. Resende

.ksf

Enclosures

FILED
96 MAR -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

548
3/7/96

ARTICLES OF ORGANIZATION
OF
FLORIDA FIMO L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization, to be effective upon filing, are entered into for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act").

FIRST: The name of the limited liability company is FLORIDA FIMO L.C. (the "Company").

SECOND: The purposes for which the Company is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing or otherwise dealing with real estate;

C. To act as general contractor, construction manager, property manager, consultant or in any other capacity in connection with real estate; and

D. To engage in any act or activity for which limited liability companies may be formed under the Act.

The foregoing purposes, objects and businesses of the Company are made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Company. The Company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the Act.

THIRD: The Company's mailing address and principal office within the State of Florida shall be 2703 McArthur Way, Lehigh Acres, Florida 33936.

FOURTH: The Company's registered agent shall be Klaus Petri, a Florida resident, with an address of 2703 McArthur Way, Lehigh Acres, Florida 33936.

FIFTH: The Members of the Company are authorized to make, alter or repeal Regulations to govern the affairs of the Company. Such Regulations shall be adopted by the consent of a majority in ownership interest of the Members and may be altered or repealed in accordance with their terms.

SIXTH: The Initial Members of the Company are as follows:

Klaus Petri
2703 McArthur Way
Lehigh Acres, Florida 33936

Gabriele Petri
2703 McArthur Way
Lehigh Acres, Florida 33936

Additional Members may be admitted to the Company in accordance with its Regulations by the consent of a majority in ownership interest of the Members.

SEVENTH: The Members may continue the business of the Company 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 accordance with the Regulations by the consent of a majority in ownership interest of the Members.


EIGHTH: The affairs of the Company shall be managed by its Manager pursuant to the Regulations. The initial Manager of the Company who will serve until his successor is elected and qualify is as follows:

Klaus Petri
2703 McArthur Way
Lehigh Acres, Florida 33936

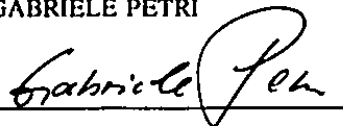
NINTH: The duration of the Company shall be until December 31, 2020.

IN WITNESS WHEREOF, the undersigned Members have caused these Articles of Organization to be executed as of February 1, 1996, and acknowledge same to be their act and deed.

KLAUS PETRI



GABRIELE PETRI



CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, Klaus Petri, by his signature hereon, evidences his consent to serve as the registered agent for service of process of Florida Plmo L.C. in the State of Florida in accordance with the Florida Limited Liability Company Act and affirms that he is familiar with and accepts the obligations of that position.

Registered Agent:



Klaus Petri

Dated as of February 1, 1996

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96 MAR -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Klaus Petri, a Member of Florida Fimo L.C., a Florida limited liability company (the "Company"), who, upon being sworn, certifies as follows:

1. The Company has two Members. They are Klaus Petri and Gabriele Petri.
2. The amount of capital of the Members is \$200,000 in cash.
3. The anticipated amount of any additional capital of the Members is \$-0-.

Dated as of February 1, 1996.

KLAUS PETRI,
Member

K. Petri

STATE OF Florida)
) ss:
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 6th day of February, 1996, by Klaus Petri, a Member of Florida Fimo L.C., and who is either personally known to me or who has produced Driver's License as form of identification.



KIMBERLY B. DEETSCREEK
COMMISSION # CC425178
EXPIRES JULY 6, 1998
ALAN NOTARY SERVICE
1-800-486-9040

Kimberly B. Deets Creek
Notary Public

My Commission Expires: _____

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TALLAHASSEE, FLORIDA