

ROBERT B. COOK, P.A.

Attorney at Law

11911 U.S. HIGHWAY ONE

SUITE 308

NORTH PALM BEACH, FLORIDA 33460-9800

(407) 627-8766

FAX 627-8299

L96000000421

April 1, 1996

200001774082

-04/09/96--01102--004

***337.50 ***337.50

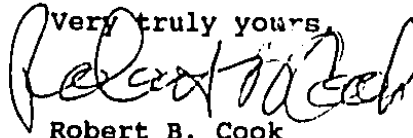
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Bass River Investment Trust, LLC

Dear Sir:

Please find enclosed an original and one copy of the Articles of Organization for Bass River Investment Trust, LLC. Also enclosed is our check for \$337.50. Please file these Articles and return a filed copy to the undersigned.

Very truly yours,



Robert B. Cook

RBC:rj
Enclosures

APR 15 1996

BSB

Total \$520,000

SECRET OF STATE
TALLAHASSEE, FLORIDA

96 APR -8 AM 9:21

FILED

FILED

96 APR -0 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

BASS RIVER INVESTMENT TRUST, LLC

THE UNDERSIGNED, acting as Incorporators of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization for Bass River Investment Trust, LLC (the "Company").

ARTICLE I - NAME AND COMPANY ADDRESS

The name, mailing address and the street address of the principal office of this Company is:

Bass River Investment Trust, LLC
18523 SE Sea Oaks Lane
Tequesta, FL 33469

ARTICLE II - DURATION

The Company shall terminate on January 1, 2030.

ARTICLE III - AMENDMENT

The Articles of Organization may be amended, altered, changed, or repealed by the affirmative vote of a majority of the Members, at a Members meeting called for that purpose.

ARTICLE IV - REGISTERED AGENT

The name and office address of this Company's registered agent in Florida is:

Robert B. Cook, Esquire
11911 U.S. Highway One
Suite 210
North Palm Beach, FL 33408

ARTICLE V - MEMBERS

The number of Members constituting the initial membership of this Company is two (2). Additional Members may be admitted upon the unanimous consent of the initial Members; thereafter, Members may be admitted upon the consent of a majority of the Members. The names and addresses of the initial Members are:

<u>Name</u>	<u>Address</u>
Louisa H. Starkey	18523 SE Sea Oaks Lane Tequesta, FL 33469
Craig D. Starkey	1041 Via Merano Winter Park, FL 32789

ARTICLE VI - MANAGEMENT

The affairs of this Company are to be managed by a manager, Louisa H. Starkey, of 18523 SE Sea Oaks Lane, Tequesta, Florida 33469, who is to serve as the manager until the first annual meeting of the Members or until her successor is elected and qualified.

ARTICLE VII - RIGHT TO CONTINUE BUSINESS

This Company shall be dissolved upon the first to occur of the following:

- (a) The year 2030; or
- (b) Upon the unanimous consent of all of its Members; or
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in this Company, unless within ninety (90) days after such event a majority in interest of all of the remaining Members agree in writing to continue the business of the Company.

Dated: This 1st day of March, 1996.

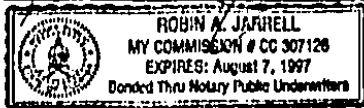
Louisa H. Starkey
Louisa H. Starkey

Craig D. Starkey
Craig H. Starkey

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Organization were sworn to and acknowledged before me this 1st day of March, 1996, by Louisa H. Starkey, who is personally known to me, or who has produced a Florida driver's license as identification.

Robin A. Jarrell, Notary Public, Commission No. _____

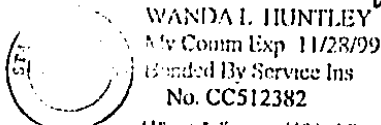


_____, Name of Notary (typed, printed or stamped)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Organization were sworn to and acknowledged before me this 15th day of March, 1996, by Craig D. Starkey, who is personally known to me, or who has produced a Florida driver's license as identification.

Wanda L. Huntley, Notary Public, Commission No. _____



_____, Name of Notary (typed, printed or stamped)

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

In pursuance of §§48.091(1) and 608.407(d), Florida Statutes,
the following is submitted in compliance thereof:

That **BASS RIVER INVESTMENT TRUST, LLC**, desiring to organize
under the laws of the State of Florida, designates the name and
address of its registered agent to accept service of process within
this State as follows:

ROBERT B. COOK, ESQUIRE
11911 U.S. Highway One
Suite 210
North Palm Beach, FL 33408

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
stated limited liability company, at the above-stated address in
this State, I hereby accept to act in this capacity, and am
familiar with the obligations imposed by law and agree to comply
with the provisions of said statute relative to keeping the
premises open from 10:00 a.m. to noon each day, except Saturdays,
Sundays, and legal holidays, and to post therein a sign designating
the name of the limited liability company and the name of its
registered agent.

BY: 

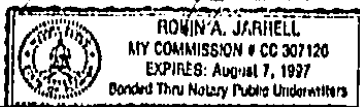
Robert B. Cook

FILED
96 APR -8 AM 9:21
TALLAHASSEE, FLORIDA
STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of March, 1996, by Robert B. Cook, who is personally known to me or who has produced a Florida driver's license as identification.

Robin A. Jarrell, Notary Public, Commission No. _____



_____, Name of Notary typed, printed or stamped

AFFIDAVIT OF MEMBER

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned notary public, personally appeared Louisa H. Starkey, (hereinafter referred to as the "Affiant"), who, having been first duly sworn according to law, deposes and says that:

1. Bass River Investment Trust, LLC has two (2) members.
2. The amount of the cash contributed by each of the members is as follows:

Louisa H. Starkey \$100.00

Craig D. Starkey \$100.00

3. The property other than cash contributed by the members is as follows:

Louisa H. Starkey 50% Beneficial interest in that certain Massachusetts Land Trust known as "The Clean Realty Trust" u/d/t dated June 1, 1978, with a value of \$ 250,000.

Louisa H. Starkey That certain home located in Yarmouth (South), Barnstable County, Massachusetts, more particularly described in Exhibit "A" hereto, with a value of \$ 270,000.

Further Affiants sayeth naught.

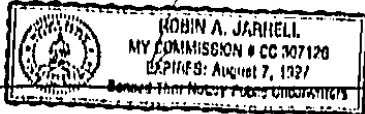
Louisa H. Starkey
Louisa H. Starkey

Craig D. Starkey
Craig D. Starkey

STATE OF FLORIDA
COUNTY OF PALM BEACH

1st The foregoing instrument was acknowledged before me this
day of March, 1996 by Louisa H. Starkey, who is personally
known to me or who has produced a Florida driver's license as
identification.

Robin A. Jarrell, Notary Public, Commission No. _____

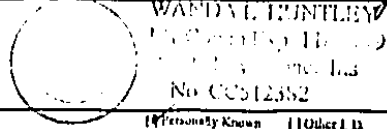


_____, Name of Notary typed, printed or
stamped

STATE OF FLORIDA
COUNTY OF ORANGE

1st The foregoing instrument was acknowledged before me this
day of March, 1996 by Craig D. Starkey, who is personally
known to me or who has produced a Florida driver's license as
identification.

Wanda L. Huntley, Notary Public, Commission No. _____



_____, Name of Notary typed, printed or
stamped