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HOWARD STROSS PA

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
PO BOX 900
TALLAHASSEE, FL 32399

FROM: HOWARD C. STROSS
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((H96000005519))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: PARADISE MADISON, L.C.
FAX AUDIT NUMBER: H96000005519
DATE REQUESTED: 04/18/1996
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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

EFFECTIVE DATE
4-18-96

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared By:
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF PARADISE MADISON, L.C.

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I NAME OF COMPANY

The name of the limited liability company is Paradise Madison, L.C. (the "Company").

EFFECTIVE DATE
4-18-96

ARTICLE II PERIOD OF DURATION

The Company's period of duration shall commence on April 18 1996, and shall terminate on December 31, 2011.

ARTICLE III REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 1711-A South Tenth Street, Safety Harbor, FL 34695. The name and address of the Company's initial registered agent in the State of Florida is as follows: Paradise Development Group, Inc., a Florida corporation, located at 1711-A South Tenth Street, Safety Harbor, FL 34695.

ARTICLE IV REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as Members and membership interests may be created and issued to these persons upon the approval of holders of at least fifty-one percent (51%) of the remaining Members entitled to vote. The Members entitled to vote are as specified within the Company's Operating Agreement and Regulations.

ARTICLE V DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

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

- (a) The expiration of the term of the Company;
- (b) The written consent of fifty-one percent (51%) of the Members entitled to vote as specified within the Company's Operating Agreement and Regulations.
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which terminates the membership of a Member in the Company, unless within ninety (90) days after such event all of the remaining Members agree in writing to continue the business of the Company.

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ARTICLE VI MANAGEMENT

The Company will be managed by one Manager in accordance with the Company's Operating Agreement and Regulations. The name and business address of the sole initial Manager who shall serve until the first annual meeting of Members or until its successor(s) is elected and qualified is:

NAME

ADDRESS

Paradise Development Group, Inc.,
a Florida corporation

1711-A South Tenth St.
Safety Harbor, FL 34695

ARTICLE VII PURPOSE

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 18th DAY OF April, 1996.

PDG HOLDINGS CORPORATION,
a Florida corporation

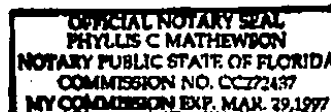

by: MICHAEL P. CONNOR, its President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of April, 1996, by MICHAEL P. CONNOR, as President of PDG Holdings Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me (or who has produced _____ as identification).

NOTARY PUBLIC:

Sign Phyllis C. Mathewson
Print _____
State of Florida at Large (Seal)
My Commission Expires: _____



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Paradise Madison, L.C.

2. The name and address of the registered agent and office is:

Paradise Development Group, Inc.

1711-A South Tenth Street

Safety Harbor, Florida 34695

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Paradise Development Group, Inc.
a Florida corporation


By Michael P. Coprior
Its President

4/18/96
(Date)

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96 APR 19 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PARADISE CHM

HOWARD STROSS PA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **PARADISE MADISON, L. C.**, a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is: One Thousand One Hundred (\$1,100.00) Dollars.
3. If any, the agreed value of property other than cash contributed by member(s) is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is: One Thousand One Hundred (\$1,100.00) Dollars. The total from 2 and 3 above is: One Thousand One Hundred (\$1,100.00) Dollars.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

PDG HOLDINGS CORPORATION,
a Florida corporation


by: **MICHAEL P. CONNOR**
Its President


Dated: APRIL 18th 1996.

FILED
96 APR 19 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of APRIL 1996, by **MICHAEL P. CONNOR**, as President of **PDG Holdings Corporation**, a Florida corporation, on behalf of the corporation. He is personally known to me (or who has produced _____ as identification).

NOTARY PUBLIC:

Sign 
Print TERESA L. DUNCAN
State of Florida at Large (Seal)
My Commission Expires:

TERESA L. DUNCAN
Notary Public - State of Florida
My comm. expires Mar 21, 1997
Commission No. CC 270198

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TOTAL P.02

DEBIT MEMORANDUM

 TO : **L 9600000447** FOR OFFICIAL USE
 DEPARTMENT OF STATE

STATE OF FLORIDA
 OFFICE OF STATE TREASURER
 TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	900.00	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	900.00	OTHER	4

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	2	200.00
12	45-20-2-130001-45300000-00-000100-00	4	300.00

GRAND TOTAL:

\$ 900.00

63480-D

L 96000000447

-05/22/96--01083--008
 ****315.00

Process Date: 04/19/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer