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STATE OF FLORIDA 2500 SE FINANCIAL CENTER
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((H96000007284))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: THE OPT CONCH COMPANY, L.C.
FAX AUDIT NUMBER: H96000007284 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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96 MAY 23 AM 11:58
DIVISION OF CORPORATIONS

FAX AUDIT NO. H96-7284

ARTICLES OF ORGANIZATION
OF
THE OPT CONCH COMPANY, L.C.,
~~a Florida limited liability company~~

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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is The OPT Conch Company, L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

18700 Lake Iola Road
Dade City, Florida 33525.

4. The name and street address of the initial registered agent of the limited liability company are:

Clifton Pottberg
18700 Lake Iola Road
Dade City, Florida 33525.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. Upon 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 limited liability company, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. The management of the limited liability company is reserved to its members. The names and addresses of each of the managing members of the limited liability company are set forth on Exhibit "A" to these Articles of Organization, and said Exhibit "A" constitutes a part of these Articles of Organization.

Dated: as of May 23, 1996.

The OPT Conch Corporation,
a Florida corporation, Member

By:


Clifton Pottberg, President

This instrument prepared by:
John C. Sumberg, Esquire
Florida Bar No. 184881
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of May 23, 1996.


Clifton Potlberg

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EXHIBIT "A"

NAMES AND ADDRESSES OF MANAGING MEMBERS

1. The OPT Conch Corporation,
a Florida corporation
18700 Lake Iola Road
Dade City, Florida 33525
2. Clifton Pottberg, not individually but as the
sole remaining Trustee of the Otto Pottberg Trust
18700 Lake Iola Road
Dade City, Florida 33525

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AFFIDAVIT

The undersigned, Clifton Pottberg ("Affiant"), as President of The OPT Conch Corporation, a Florida corporation (the "Member"), a member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows on behalf of said Member:

1. Affiant is the President and duly authorized to act on behalf of the Member.
2. The limited liability company has at least two members.
3. The agreed value of property contributed or anticipated to be contributed to the limited liability company by its members, which shall consist of a certain general partner's interest in a limited partnership, is \$175,000.00. A cash contribution to the limited liability company by its members is not anticipated.
4. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

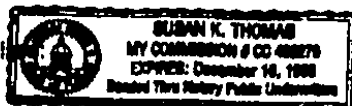
Dated: as of May 23, 1996.

Clifton Pottberg
Clifton Pottberg, as President of The
OPT Conch Corporation, a Florida
corporation, Member

STATE OF FLORIDA)
) ss:
COUNTY OF PASCO)

The foregoing instrument was sworn to and subscribed before me this 23rd day of May, 1996, by Clifton Pottberg, as President of The OPT Conch Corporation, a Florida corporation, on behalf of such corporation; such individual is personally known to me and has produced a driver's license as identification.

My Commission Expires



[NOTARIAL SEAL]

Susan K. Thomas
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Susan K. Thomas
Serial No., if any: 405276
personally known

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