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TALLAHASSEE, FL 32310-3607
800-342-8080
L96000000819



PRIME INDUSTRIAL SERVICES ACCOUNT NO. : 072100000032
REFERENCE : 039502 91344A
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 337.50

ORDER DATE : August 1, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 039502

CUSTOMER NO: 91344A

400001810464

CUSTOMER: Ms. Jean Willson
EARLE & FARLE

Suite 1401
111 Second Avenue, Northeast
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: PRIME INDUSTRIAL PROPERTIES,
LIMITED COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DS
8/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR
PRIME INDUSTRIAL PROPERTIES, LIMITED COMPANY
A FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - Name:

The name of the Limited Liability Company is:

PRIME INDUSTRIAL PROPERTIES, LIMITED COMPANY

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1043 North Casey Key
Osprey, Florida 34229

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be THIRTY (30) YEARS unless sooner terminated as provided in Chapter 608 Florida Statutes.

ARTICLE IV - Management:

Management of the Company is vested in its Members, in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals. The Members will have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes of the Company set forth in this Agreement, including all powers of Members under the Act provided, however, no debt shall be contracted nor contractual liability incurred and no real property shall be purchased or sold without the unanimous consent of the members. The day-to-day effectuation of the management decisions enacted by the members shall be vested in RALPH T. HEATH. The names and addresses of the Managing Members are:

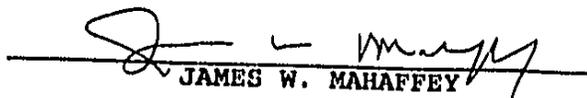
Ralph T. Heath	1043 North Casey Key Osprey, Florida 34229
James W. Mahaffey	731 Jamestown Drive Winter Park, Florida 32792
William H. Mahaffey	731 Jamestown Drive Winter Park, Florida 32792
Robert K. Mahaffey	6699 31st Way South St. Petersburg, Florida 33712

ARTICLE V - Admission of Additional Members:

One or more additional Members of the Company may be admitted to the Company with the written consent of all of the Members.

ARTICLE VI - Members Rights to Continue Business:

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, by unanimous consent, may continue the business of the Limited Liability Company.


JAMES W. MAHAFFEY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PRIME INDUSTRIAL PROPERTIES, LIMITED COMPANY deposes and says:

- 1) the above named Limited Liability Company has at least two (2) members.
- 2) the total amount of cash contributed by the members is \$80,000.00.
- 3) if any, the agreed value of property other than cash contributed by members is \$-0-. A description of the property is attached and made a part hereof.
- 4) the amount of cash or property anticipated to be contributed by members is \$-0-.
- 5) the total amount of cash or property anticipated to be contributed by members is \$80,000.00. This total includes amounts from 2, 3 and 4 above.


JAMES W. MAHAFFEY

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

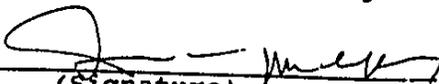
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:
PRIME INDUSTRIAL PROPERTIES, LIMITED COMPANY
2. The name and address of the registered agent and office is:

JAMES W. MAHAFFEY
731 Jamestown Drive
Winter Park, Florida 32792

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.


(Signature)

7-30-96
(Date)