

THOMPSON
HINE & FLORY P.L.L.

Attorneys at Law

L960000/243

November 20, 1996

Nancy H. Canary
361-833-5900
nccanary@thf.com

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

900002011659--7
-11/21/96--01038--002
*****337.50 *****337.50

Re: Barrows, L. C.
Limited Liability Company

Ladies/Gentlemen:

Enclosed is an original and one copy of the Articles of Organization for Barrows, L. C., a Florida Limited Liability Company. Also enclosed is a check in the amount of \$337.50, covering the necessary filing fee and one certified copy of the Articles.

Sincerely,

Nancy H. Canary
Nancy H. Canary

NHC:pt
Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/27

ARTICLES OF ORGANIZATION FOR
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is BARROWS,

ARTICLE II - DURATION

The Limited Liability Company shall have perpetual existence.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 202 SPINNAKER DRIVE, VERO BEACH, FLORIDA 32963.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is NANCY H. CANARY, 125 WORTH AVENUE, STE. 117, PALM BEACH, FLORIDA 33480.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted to the Limited Liability Company upon the consent of existing members owning a majority of the membership interests and upon such terms and conditions as existing members owning a majority of the membership interests shall agree.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

With the consent of the remaining members owning a majority of the membership interests, the business of the Limited Liability Company shall continue 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.

ARTICLE VII - MANAGEMENT

The Limited Liability Company shall be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of the members or until his successor is elected and qualified is WILLIAM A. BARROWS, JR., 202 SPINNAKER DRIVE, VERO BEACH, FLORIDA 32963.

IN WITNESS WHEREOF, I have set my hand this 19th day of November, 1996.


William A. Barrows, Jr. Member

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TALLAHASSEE FLORIDA

DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT OF
BARROWS, L.C., A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned Limited Liability Company submits the following statement designating its registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

BARROWS, L.C.

2. The name of the registered agent and of the registered office are:

NANCY H. CANARY
125 WORTH AVENUE, STE. 117
PALM BEACH, FL 33480

By


William A. Barrows,
Managing Member

ACCEPTANCE

The undersigned hereby accepts the foregoing appointment as registered agent to accept service of process for the above named Limited Liability Company at the address designated above and agrees to act in such capacity. The undersigned hereby further certifies that she is familiar with and accepts and will perform the obligations of such position.


Nancy H. Canary

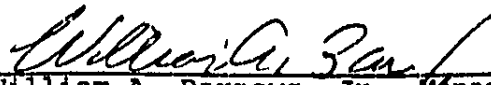
November 19, 1996

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
BARROWS, L.C., A FLORIDA LIMITED LIABILITY COMPANY

The undersigned deposes and says:

1. The name of the Limited Liability Company is BARROWS, L.C.
2. The Limited Liability Company has at least two members.
3. The members have contributed the sum of \$1,000.00 to the Limited Liability Company:

IN WITNESS WHEREOF, I have set my hand this 19TH day of November, 1996.


William A. Barrows, Jr., Managing Member
(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)

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