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March 28, 1997

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

Re: Filing Articles of Organization and
Affidavit for Claude C. Roll
Our File No.: 96-0273

000002128500--2
-03/31/97-01090-001
****337.50 ****337.50

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

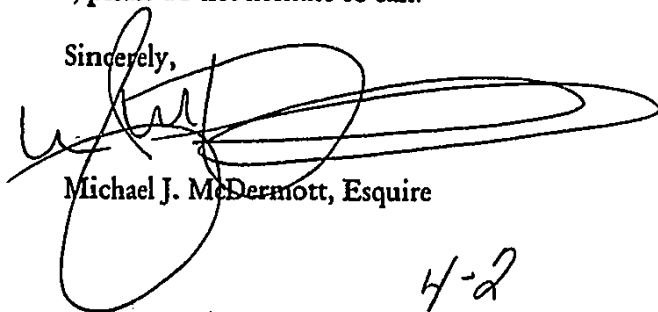
1. Articles of Organization and Affidavit
2. Designation of Registered Agent/Office.
3. A Copy for Certification.
4. A check in the amount of \$337.50 for following costs:
 - a. Filing Fee for Articles of Organization \$250.00
 - b. Designation of Registered Agent/Office 35.00
 - c. Certified copy 52.50

FILED
97 MAR 31 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,



Michael J. McDermott, Esquire

MJM/dlc

Enclosures

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JB

ARTICLES OF ORGANIZATION

for

G&C ENTERPRISES OF TAMPA, L.C. Florida Limited Liability Company

ARTICLE I NAME

The name of the Limited Liability Company is G&C ENTERPRISES OF TAMPA,
L.C.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability
Company is 655 West Brandon Boulevard, Brandon, Florida 33511.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the
name and address of such manager who is to serve as manager is: CLAUDE C. ROLL, 2208
Selkirk Street, Valrico, Florida 33594.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by the Operating Agreement entered into between the members.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 of the limited liability company shall be determined by the Operating Agreement entered into between the members.

IN WITNESS WHEREOF, the undersigned member have executed these Articles of Organization this 28 day of MARCH, 1997.

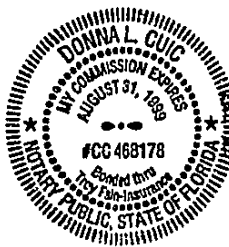


CLAUDE C. ROLL
2208 Selkirk Street
Valrico, Florida 33594

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me, CLAUDE C. ROLL, known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of March, 1997.



Donna L. Cuic
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

d:\data\1996\96-0273\Articles of Org

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

The undersigned member or authorized representative of a member of G&C ENTERPRISES OF TAMPA, L.C. 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 GERALD COOPER is \$150,000.00.
3. The total amount of cash contributed by the member CLAUDE C. ROLL is \$5,000.00.
3. The total amount of cash or property anticipated to be contributed by member(s) is \$155,000.00. This total includes amounts from 2 and 3 above.

Claude C. Roll
CLAUDE C. ROLL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

The foregoing instrument was acknowledged before me this 28th day of March, 1997, by CLAUDE C. ROLL, who is personally known to me or who has produced n/a as identification and who did take an oath.

Donna L. Cuic
NOTARY PUBLIC - STATE OF FLORIDA



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

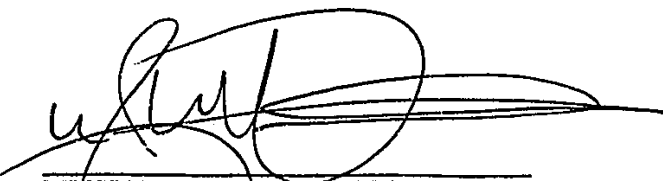
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is G&C ENTERPRISES OF TAMPA, L.C.

2. The name and address of the registered agent and office is: MICHAEL J. MCDERMOTT, ESQUIRE, 791 West Lumsden Road, Brandon, Florida 33511.

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 agreed 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 obligation of my position as registered agent.

Date: 3-28-97



MICHAEL J. MCDERMOTT, ESQUIRE
MICHAEL J. MCDERMOTT, P.A.
791 West Lumsden Road
Brandon, Florida 33511
(813) 684-3131
Registered Agent for G&C ENTERPRISES
OF TAMPA, L.C.