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****285.00 ****285.00

April 23, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: S/B FLORIDA PROPERTIES, LLC

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Organization for Florida Limited Liability Company, Affidavit of Membership and Contributions, Certificate of Designation of Registered Agent/Registered Office. Would you kindly file said documents and return them to this office. Also enclosed is a check in the sum of \$285.00 representing the filing fees in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

Ronald S. Webster/maa
Ronald S. Webster

RSW/maa

enclosure(s)

FILED
97 APR 29 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 1 1997
[Signature]

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Limited Liability Company is S/B FLORIDA PROPERTIES, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is 58 N. Collier Blvd., Gulfview Apt. 1410, Marco Island, FL 34145.

ARTICLE III

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and names and addresses of such managers who are to serve as managers are:

Sieghard Baeslack
58 N. Collier Blvd.
Gulfview Apt. 1410
Marco Island, FL 34145

Alfons Daferner
364 Copperfield Ct.
Marco Island, FL 34145

ARTICLE V

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that each member consents in writing to the admission of the additional member.

ARTICLE VI

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 in the limited liability company shall be upon unanimous consent of the remaining members.


SIEGHARD BAESLACK



ALFONS DAERNER

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TALLAHASSEE, FLORIDA
CLERK OF COURT

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of S/B FLORIDA PROPERTIES, LLC deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereof.
4. The initial total amount of cash or property anticipated to be contributed by members is \$500.00.


SIEGHARD BAESLACK

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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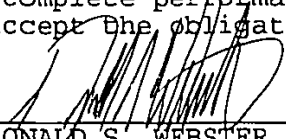
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: S/B FLORIDA
PROPERTIES, LLC.
2. The name and address of the registered agent and office is:

Ronald S. Webster
985 N. Collier Blvd.
Marco Island, FL 33937

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


RONALD S. WEBSTER
Registered Agent

Date: 1/28/97