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ATTORNEYS AT LAW

May 15, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

600002181276--7
-05/16/97--01059--001
****337.50 ****337.50

Re: FLORIDA WESTCOAST LEASING & CONSULTING, L.C.

EFFECTIVE DATE
5-15-97

Dear Sir or Madam:

Enclosed please find the original and one copy of proposed Articles of Organization for the above-referenced limited liability company. I would appreciate your filing the Articles and returning one certified copy to this office. Our check in the amount of \$337.50 is enclosed to cover the following costs:

| | |
|----------------|--------------|
| Filing Fee | \$250.00 |
| Designation | 35.00 |
| Certified Copy | <u>52.50</u> |
| Total | \$337.50 |

Thank you for your attention to this matter. If you should have any questions or need further information in this matter please call me collect.

Very truly yours,

Verna Williams
Verna Williams
Paralegal for
John D. Dumbaugh

Enc.

ARTICLES OF ORGANIZATION
OF
FLORIDA WESTCOAST LEASING & CONSULTING, L.C.

FILED
97 MAY 16 PM 12:08

THESE ARTICLES OF ORGANIZATION are hereby adopted by the undersigned member of this limited company for pecuniary profit under the Florida General Limited Liability Company Act. STATE OF FLORIDA

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

EFFECTIVE DATE
5-15-97

Section 1.1 Name. The name of the limited liability company shall be FLORIDA WESTCOAST LEASING & CONSULTING, L.C.

Section 1.2 Principal Office and Place of Business. The principal office of the limited liability company shall be located at 226 Golden Gate Point, Sarasota, Florida, 34236, with a post office address which is P. O. Box 969, Sarasota, Florida, 34230. The principal place of business of the limited liability company shall be the same as the principal office. The limited liability company may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Members may from time to time determine.

Section 1.3 Registered Agent and Office. The Registered Agent for the limited liability company to accept service of process within the State of Florida shall be VERA WILLIAMS. The street address of the Registered Agent, which shall be the Registered Office, shall be SYPRETT, MESHAD, RESNICK & LIEB, 1900 RINGLING BLVD., SARASOTA, FLORIDA, 34236.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1 Duration. The limited liability company shall have perpetual existence, or until dissolved according to law.

Section 2.2 Commencement of Limited Liability Company Existence. The limited liability company's existence shall commence on the date of subscription and acknowledgment hereof which date shall be no more than 5 days prior to the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the limited liability company is initially organized shall be to transact any and all lawful business for which a limited liability company may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected

therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The limited liability company shall have and exercise all of the limited liability company powers enumerated in or otherwise permitted under the Florida General Limited Liability Company Act.

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 Florida WestCoast Estates, Inc., a Florida company.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing members.

ARTICLE VI

Section 5.4 Member. The name and address of the member executing this instrument are as follows: Florida WestCoast Estates, Inc., a Florida Corporation, P. O. Box 969, Sarasota, Florida, 34230.

IN WITNESS WHEREOF, the undersigned executed this instrument this 15 day of May, 1997.

Member:

Florida WestCoast Estates, Inc.,
a Florida corporation

By:


Michael Tuschkowski President

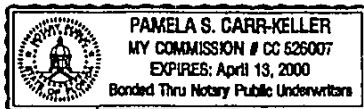
STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared MICHAEL TUSCHKOWSKI, president of Florida WestCoast Estates, Inc., a Florida corporation, who is well known to be the person described in and who executed the above instrument, and who did freely and

voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 15th day of MAY, 1997.

Pamela S. Carr-Keller
Notary Public - State of Florida
My commission expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of authorized representative of a member of Florida WestCoast Leasing & Consulting, L.C. deposes and says:

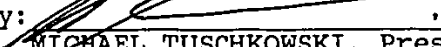
1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.

FLORIDA WESTCOAST ESTATES, INC.,
a Florida Corporation

By: 
MICHAEL TUSCHKOWSKI, President
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.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
97 MAY 16 PM 12:08
TALLAHASSEE FLORIDA

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 FLORIDA
WESTCOAST LEASING & CONSULTING, L.C.

2. The name and address of the registered agent and office
is:

VERNA WILLIAMS
SYPRETT, MESHAD, RESNICK & LIEB
1900 RINGLING BLVD.
SARASOTA, FLORIDA, 34236

Having been named as registered agent to accept service of
process within Florida 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, and I further agree to comply with the provisions of all
statutes relative 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: Verna Williams

Title: REGISTERED AGENT

Date: 5/15/97