

L97000000621

TRANSMITTAL LETTER

FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

0000002202920--1
-06/05/97--01066--001
***293.75 ***293.75

SUBJECT: Articles of Organization - COLONIAL VENTURES, L.C.

Dear Sirs:

Enclosed is an original and one (1) copy of Articles of Organization.

Filing fees as follows are enclosed:

\$250.00	Filing Fee for Articles of Organization and Affidavit
\$ 35.00	Designation of Registered Agent
<u>\$ 8.75</u>	Certificate of Status
\$293.75	TOTAL CHECK ENCLOSED

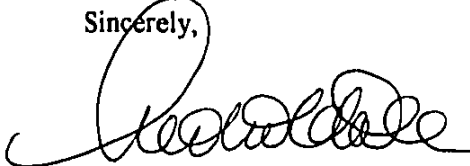
FROM: Leopold Dee

1110 Brickell Ave. Suite #808
Miami, FL 33131

Phone: (305) 371-4789

Thank you for your prompt attention. Please fax a copy of the filed Articles to the following number: (888) 877-5889.

Sincerely,



Leopold Dee

ARTICLES OF ORGANIZATION

FOR

COLONIAL VENTURES, L.C.

The undersigned incorporator hereby forms a Limited Liability Company pursuant to Section 608.407 of the laws of the State of Florida.

ARTICLE I. - NAME

The name of the Limited Liability Company is:

COLONIAL VENTURES, L.C.

ARTICLE II. - ADDRESS

The mailing and street address of the principal office of this Limited Liability Company shall be:

1110 Brickell Avenue, Suite 808,
Miami, Florida 33131

ARTICLE III. - DURATION

This Limited Liability Company is to exist perpetually.

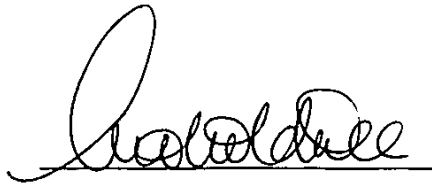
ARTICLE IV. - MANAGERS

The following individuals shall serve as the managers for this Limited Liability Company:

Leopold Dee 1110 Brickell Avenue, Suite 808,
Miami, Florida 33131

Leonard P. Vitello, Jr. Same

In witness whereof, these Articles are hereby executed by the hand of Leopold Dee, Managing Member.

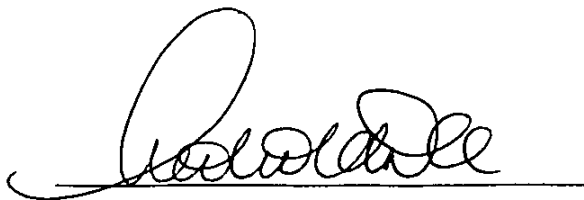

Leopold Dee

5/4/97.
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Colonial Ventures, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash initially contributed by the members is Eighty Thousand Dollars and No/100 (\$80,000.00)
3. No property other than cash contributed by members.
4. The amount of cash and property to be contributed by members initially is Eighty Thousand and No/100 (\$80,000.00).

A handwritten signature in cursive script, appearing to read 'Leopold Dee', written over a horizontal line.

Leopold Dee, 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.

**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 OFFICE /
REGISTERED AGENT, IN THE STATE OF FLORIDA.

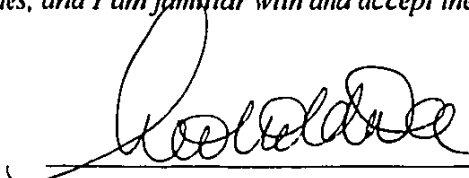
1. The name of the Limited Liability Company is:

COLONIAL VENTURES, L.C.

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

Leopold Dee
1110 Brickell Avenue, Suite 808
Miami, Florida 33131

*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.*



Leopold Dee

5/4/97

Date