

AMAN & LINS, P.A.

PARAMOUNT PLAZA
SUITE 300
14502 N. DALE MABRY HIGHWAY
TAMPA, FLORIDA 33618-2072

PHONE: (813) 265-0004
FAX: (813) 265-9644

JEFFREY A. AMAN
D. MICHAEL LINS

ATTORNEYS & COUNSELORS AT LAW

L970000000670

June 2, 1997

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

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Re: North Village, L.C.

Gentlemen:

Enclosed please find the following with regard to the referenced limited liability company.

1. Articles of Organization (2 originals).
2. Certificate of Designation of Registered Agent/Registered Office (original and 1 copy).
3. Affidavit of Membership and Contributions for North Village, L.C.
4. Check in the amount of \$337.50 payable to the Secretary of State.

Please file the Articles and Certificate immediately upon your receipt of same, and return a file-stamped original of the Articles, a copy of the Certificate and a certified copy of the Articles to our office along with the Notice that the Articles have been filed.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,

Patti M. Graves

Patti M. Graves
Legal Assistant

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97 JUN -5 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/pg
Enclosures

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JEFFREY A. AMAN
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ATTORNEYS & COUNSELORS AT LAW

June 17, 1997

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

Attention: Doris McDuffie

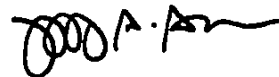
Re: North Village, L.C.

Dear Ms. McDuffie:

Please allow this to confirm our phone conference of June 16, 1997 regarding the referenced new filing and your letter of June 9, 1997. This will confirm that you will accept the papers we submitted for North Village, L.C. because the members of North Village, L.C. are related entities, North Village, Inc. and Kevin E. Howell, Jr. As I indicated, I had previously checked on this and received approval for filing North Village, L.C.

Thank you for taking care of this. Should you have any further questions, please do not hesitate to call.

Very truly yours,



Jeffrey A. Aman

JAA:pg
Enclosures

**Articles of Organization
for
NORTH VILLAGE, L.C.
a Florida Limited Liability Company
(FS § 608.407)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I
NAME**

The name of this company shall be **NORTH VILLAGE, L.C.**

**ARTICLE II
DURATION/CONTINUATION**

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III
ADDRESS**

The mailing address is P.O. Box 270846, Tampa, Florida 33688-0846. The street address is 14924 Par Club Circle, Tampa, Florida 33624.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Jeffrey A. Aman, 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

The remaining members of the Company may 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 company.

**ARTICLE VII
MANAGEMENT OF COMPANY**

The business of the Company shall be managed by one of its members, to-wit, KEVIN E. HOWELL, JR., of 14924 Par Club Drive, Tampa, Florida 33624, until such time as his successor shall be named, qualified, and elected.

IN WITNESS WHEREOF, the undersigned Incorporators and Members have hereunto set their hands and seals this 29th day of May, 1997

NORTH VILLAGE, INC.

Kevin E. Howell, Jr.
KEVIN E. HOWELL, JR.

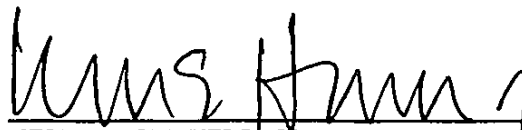
By: Kevin E. Howell, Jr. pres.
KEVIN E. HOWELL, JR.
Its: President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
for
NORTH VILLAGE, L.C.


The undersigned member or authorized representative of a member of NORTH VILLAGE, 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 members is: \$ 200.00
3. The value of property other than cash contributed by members is:
4. The amount of cash or property anticipated to be contributed by members is: \$ 500,000.00
5. The total amounts of ¶¶2-4 is: \$ 500,200.00

FURTHER AFFIANT SAYETH NAUGHT.


KEVIN E. HOWELL, JR.

SWORN TO AND SUBSCRIBED before me this 20th day of May, 1997 by
KEVIN E. HOWELL, JR., who is personally know to me or who has produced Florida
Driver's License as identification.


Signature of Notary
Name Printed: Patricia M. Graves
Print, Type or Stamp Commissioned Name
of Notary Public



PATRICIA M GRAVES
My Commission CC499700
Expires Oct. 05, 1999

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

FILED

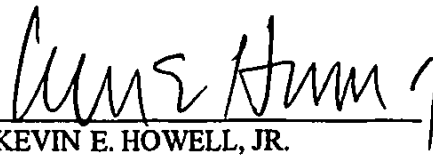
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: NORTH VILLAGE, L.C.
2. The name and address of the registered agent and office is:

JEFFREY A. AMAN
14502 N. Dale Mabry Hwy.
Suite 300
Tampa, Florida 33618


KEVIN E. HOWELL, JR.
Managing Member
Dated: 5-29-97

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 all 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.


JEFFREY A. AMAN
Registered Agent
Dated: 5/20/97