

L97000000779

JAMES S. CARIS, P.A.

ATTORNEY AT LAW

2630 HOLLYWOOD BOULEVARD
SUITE 200
HOLLYWOOD, FLORIDA 33020

(954) 920-9526
FAX (954) 925-0346

July 15, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Wanda Sampson

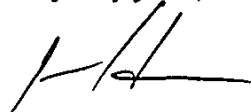
700002243697--9
-07/22/97--01035--023
***285.00 ***285.00

Dear Wanda:

Enclosed please find a check in the amount of \$285.00 to cover the cost of the filing fees for Barge Enterprises, L.L.C. You will find an original Articles of Organization, an Affidavit of Membership and Contributions, and an Attachment that was mailed via Federal Express on Monday, July 14, tracking number 1496958260.

Thank you for your time and attention to this matter. Please return the copy of the Articles to this office with the date stamped once an Identification Number has been assigned. Thank you.

Very truly yours,



JAMES S. CARIS, ESQ.

JSC/ale
Encl.
cc: file

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 12:59

7-18-97
WS

JAMES S. CARIS, P.A.

ATTORNEY AT LAW

2630 HOLLYWOOD BOULEVARD
SUITE 200
HOLLYWOOD, FLORIDA 33020

(954) 920-9526
FAX (954) 925-0346


Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: New Filings

Dear Sir/Madam:

Enclosed you will find an original Articles of Organization of Barge Enterprises, L.L.C., an Affidavit of Membership and Contributions and Attachment, and a check in the amount of \$285.00 to cover the cost of filing fees.

Please return the copy of the Articles to this office with the date stamped once an Identification Number has been assigned. Thank you.

Very truly yours,



JAMES S. CARIS, ESQ.

JSC/ale
Encl.
cc: file

ARTICLES OF ORGANIZATION
OF
BARGE ENTERPRISES, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 12:59

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Barge Enterprises, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 601 North East 11th Street, Fort Lauderdale, Florida 33304.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Barbara R. LeBlanc, 601 North East 11th Street, Fort Lauderdale, Florida 33304.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

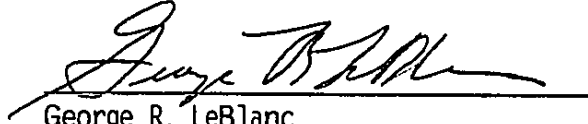
ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

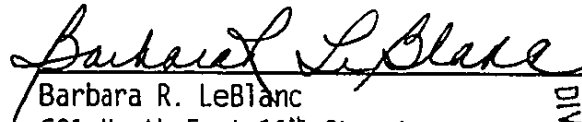
ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the initial managers of the company are George R. LeBlanc and Barbara R. LeBlanc, 601 North East 11th Street, Fort Lauderdale, Florida 33304.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Hollywood, Florida, on this 8th day of July, 1997.


George R. LeBlanc
601 North East 11th Street
Fort Lauderdale, FL 33304

STATE OF FLORIDA
COUNTY OF BROWARD


Barbara R. LeBlanc
601 North East 11th Street
Fort Lauderdale, FL 33304

Sworn to and subscribed before me this 8th day of July, 1997, by


Notary Public --- State of Florida

JAMES S. CARIS
Print, Type, or Stamp
Commissioned Name of Notary Public
Personally Known...OR Produced
Identification

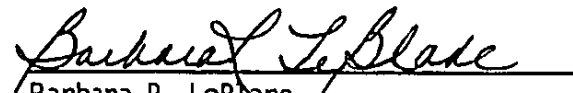


JAMES S CARIS
My Commission CC398813
Expires Aug. 14, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 1:00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Barge Enterprises, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Barbara R. LeBlanc
Registered Agent

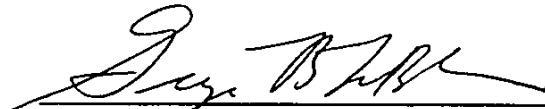
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Barge Enterprises, L.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 \$200,000.00
3. If any, the agreed value of property other than cash contributed by a member(s) is \$650,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$850,000.00. This total includes amounts from 2 and 3 above.

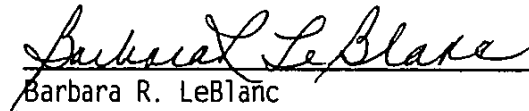
THE AFFIANT SAYS NOTHING FURTHER

Dated: July 8, 1997



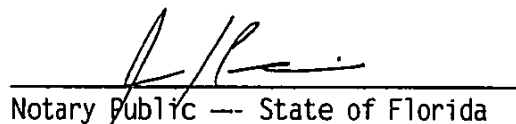
George R. LeBlanc

STATE OF FLORIDA
COUNTY OF BROWARD



Barbara R. LeBlanc

Sworn to (or affirmed) and subscribed before me this 8th day of July, 1997 by


Notary Public -- State of Florida

JAMES S. CAMS

Print, Type, or Stamp
Commissioned Name of Notary Public
Personally known...OR Produced
Identification

ATTACHMENT

Purchase money mortgage in the amount of \$650,000.00 on real property described to wit:

Lots 20-29 inclusive, Block 147 Progresso, PB 2, Page 18 Public Records of Dade County, Florida, lands situate in Broward County, Florida.