



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 476422 81006A

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 285

ORDER DATE : July 28, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 476422-005

CUSTOMER NO: 81006A

CUSTOMER: Tana Stringfellow, Legal Asst
BAUMER BRADFORD & WALTERS,
P.A.
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

000002248780--5

DOMESTIC FILING

NAME: PHOENIX FREEDOM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

1 [SN] JUL 28 1997

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**ARTICLES OF ORGANIZATION
OF
PHOENIX FREEDOM, L.L.C.**

FILED
97 JUL 28 PM 12:19

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

ARTICLE I--NAME

The name of the limited liability company is PHOENIX FREEDOM, L.L.C. (the "Company").

ARTICLE II--ADDRESS

The mailing address and street address of the principal office of the Company is 1717 E. Morton Ave., Suite 110, Phoenix, Arizona 85020.

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.

ARTICLE IV--REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is :

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

ARTICLE V--MEMBERS

Members shall have the right to admit new members by unanimous consent. Criteria for and contributions required of new members shall be determined as of the time of their admission to the Company.

ARTICLE VI--CONTINUATION OF BUSINESS

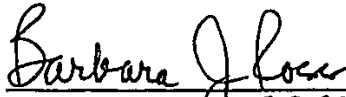
Upon the occurrence of any event that terminates the continued membership of a member of the Company, the remaining members shall have the right to continue the business of the Company by unanimous consent.

ARTICLE VII--MANAGEMENT

The management of the Company shall be vested in one or more managers who shall be elected annually by the members of the Company. The name and address of the manager of the Company who is to serve as manager until the first annual meeting of members or until his/her successor is elected and qualified is:

NAME	ADDRESS
John C. Padelford III	1717 East Morton Ave., Suite 110 Phoenix, Arizona 85020


IN WITNESS WHEREOF, the undersigned authorized representative of the initial members of the Company has executed these Articles of Organization this 25th day of JULY, 1997.



Print Name: BARBARA J. ROSS
As Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-named limited liability company, I hereby agree to act in that capacity, and I further state that I am familiar with, and accept, the obligations of that position.


Michael A. Walters

Dated: July 25, 1997

FILED
JUL 28 1997
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

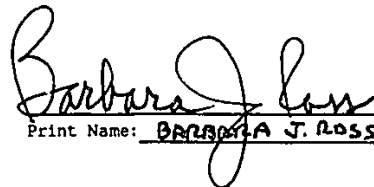
The undersigned authorized representative of the members of PHOENIX FREEDOM, L.L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Company has at least two members.
2. The total amount of cash contributed by the members is \$ 100.00.
3. The agreed value of property, if any, other than cash contributed by the members is \$ -0-. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 100,000.00, including amounts from paragraphs 2 and 3 above.

AFFIANT SAYS NOTHING FURTHER.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated therein to be true and correct.

Dated: JULY 25, 1997


Print Name: BARBARA J. ROSS

MAILED
JUL 26 1997
FBI - TAMPA