



THE UNITED STATES
CORPORATION
COMPANY

L97000001216

ACCOUNT NO. : 072100000032

REFERENCE : 579168 122302A

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 285.00

ORDER DATE : October 27, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 579168-005

CUSTOMER NO. : 122302A

CUSTOMER: Tom Churbuck
MR. TOM CHURBUCK

200002336072--8

Suite 324
One South Ocean Boulevard
Boca Raton, FL 33432

DOMESTIC FILING

NAME: F28, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: *B/K*

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97 NOV -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 NOV -3 PM 12:11
DIVISION OF CORPORATION
11/3/97

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company

F28, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: Suite 324, One South Ocean Boulevard, Boca Raton, Florida 33432.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

Bruce Argady
Member

245 Southeast Wavecrest Way
Boca Raton, Florida 33432

Thomas K. Churbuck
Member

911 Tamarind Way
Boca Raton, Florida 33432

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97 NOV -3 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned authorized representative of a member of F28, LLC hereby executes these articles of organization on this NOVEMBER Day of NOVEMBER 1997.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar
as its agent as authorized
representative of F28 LLC

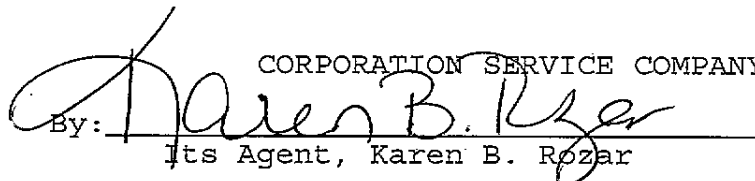
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

Dated: November 3, 1997

TFR/RWW

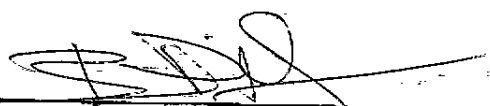
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of F28, LLC

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 (\$5000 x 3) \$15,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ N/A
- 5) the total amount of 2, 3, and 4 is \$15,000




Signature of a member or authorized representative of a 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.)

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TALLAHASSEE, FLORIDA


LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC") a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of F28, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 27th day of October, 1997




Witness
Jennifer Eiland
Typed or Printed Name



Signature

Typed or Printed Name



Witness
Susan A. Jacobs
Typed or Printed Name