

**Articles of Organization for Florida Limited
Liability Company**

ARTICLE I - Name:

The name of the Limited Liability Company is:
THOMAS CAPITAL FUNDING GROUP, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1865 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33071

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

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

THOMAS LAQUER

1865 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33071

LINDA LAQUER

1865 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33071

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to 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 Limited Liability Company shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

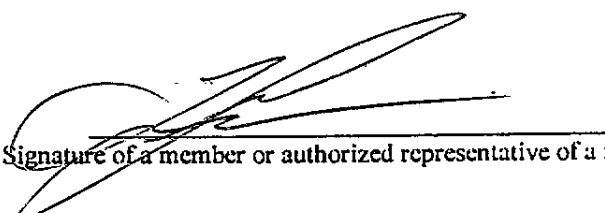
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
THOMAS CAPITAL deposes and says:
FUNDING GROUP, L.C.

- 1) the above named Limited Liability Company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 2,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0-. 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
\$ 2,000. This total includes amounts from 2 and # above.


Signature of a member or authorized representative of a member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESTINATION 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: THOMAS CAPITAL
FUNDING GROUP, L.C.

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

THOMAS LAQUER
(Name)

1865 UNIVERSITY DRIVE
(P.O. Box not acceptable)

CORAL SPRINGS, FL 33071
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

MAY 20, 1997
(Date)