



THE UNITED STATES
CORPORATION
COMPANY

L97000001437

ACCOUNT NO. : 072100000032

REFERENCE : 648910 81740A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 648910-005

CUSTOMER NO: 81740A

CUSTOMER: Roger L. Shaffer, Jr.
ROGER L. SHAFFER, ESQ

Suite 270
2500 N. Military Trail
Boca Raton, FL 33431

600002382336-6
-12/24/97-01064-036
****285.00 ****285.00

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DOMESTIC FILING

NAME: INTERCOASTAL HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

CF 285

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**ARTICLES OF ORGANIZATION
OF
INTERCOASTAL HOLDINGS, L.L.C.**

ARTICLE I - Name:

The name of this Limited Liability Company is: **INTERCOASTAL HOLDINGS
L.L.C.**

ARTICLE II - Address:

The mailing address and street address of the principal office of this Limited Liability Company is: **701 St. Giles Court, Palm Beach Gardens, FL 33418.**

ARTICLE III - Duration:

The period of duration for this 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:

Roy G. Warren
1128 Country Club Drive
North Palm Beach, FL 33408

Settondown Capital International
Charlotte House
Charlotte Street
Nassau, Bahamas

ARTICLE V - Admission of Additional Members:

The right of the remaining members to admit to admit additional members, and the terms and conditions of the admissions shall be: **only upon the unanimous written consent of all members.**

ARTICLE VI - Members Rights to Continue Business:

The right 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

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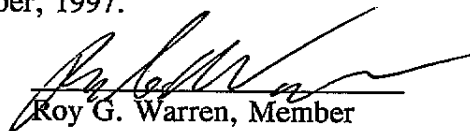
occurrence of any other event which terminates the continued membership of a member in the
Limited Liability Company shall be: **only upon the unanimous written consent of all**
remaining members.

ARTICLE VII - Initial Registered Agent/Registered Office:

The initial registered agent of this Limited Liability Company is: **Roger L. Shaffer, Jr.**

The initial registered office of this Limited Liability Company is: **2201 Corporate
Boulevard, NW, Suite 105, Boca Raton, Florida 33431.**

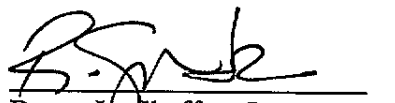
IN WITNESS WHEREOF, the undersigned Member has executed these ARTICLES
OF ORGANIZATION this 22nd day of December, 1997.


Roy G. Warren, Member

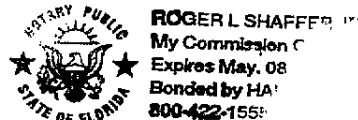
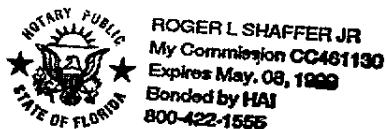
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county
and state aforesaid to take acknowledgments, personally appeared Roy G. Warren, who is
personally known to me to be the person described in, or who produced as identification
_____, and who executed the foregoing ARTICLES OF ORGANIZATION
and who took an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 22nd day
of December, 1997.



Roger L. Shaffer, Jr.
Notary Public State of Florida

My Commission Expires:



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- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$ 150,000.00.
- 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 members is \$ 150,000.00. This total includes amounts from 2 and 3 above.

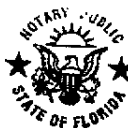

Roy G. Warren, Member

(In accordance with section 608.408(3), Florida Statutes, execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WITNESS my hand and official seal in the county and state last aforesaid this 27th day of December, 1997.

B. Sunde

Roger L. Shaffer, Jr.
Notary Public State of Florida
My Commission Expires:



ROGER L SHAFFER JR
My Commission CC461130
Expires May. 08, 1999
Bonded by HAI
800-422-1555

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

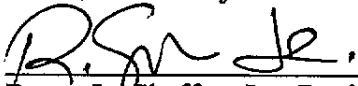
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **INTERCOASTAL HOLDINGS, L.L.C.**
2. The name and address of the registered agent and office is:

**Roger L. Shaffer, Jr.
2201 Corporate Boulevard, NW
Suite 105
Boca Raton, FL 33431**

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.



Roger L. Shaffer, Jr., Registered Agent

12/22/97

Date