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SCHROEDER AND LARCHE, P.A.

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MICHAEL A. SCHROEDER
W. LAWRENCE LARCHE *

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (561) 241 - 0300
BROWARD COUNTY (954) 421 - 0878
TELECOPIER (561) 241 - 0798

January 16, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-01/23/98-01065-002
***285.00 ***285.00

RE: Articles of Organization for the Limited Liability
Company, THE ROCK MORTGAGE TRUST, L.C.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the
Articles of Organization of THE ROCK MORTGAGE TRUST L.C., along
with the Acceptance of Registered Agent. Also enclosed is an
Affidavit which has been executed by Affiant as a member of the
Company.

We also enclose herewith a check in the amount of \$285.00 to
cover the filing fees as follows:

Filing Fee \$ 250.00
Registered Agent Fee 35.00

Please return a certified copy of the Articles of Organization
to this office. Thank you.

Very truly yours,

Michael A. Schroeder
MICHAEL A. SCHROEDER

FILED
JAN 23 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	MAS:cck 1/23/98
Availability	Enc. Dec
CC:	Mr. Quentin Jones
Document	
Examined	\\CLIENTS\CITIPROP\ROCK.MTG\SECST.ORG (1170-001)
Updater	
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Verifier	
Acknowledgement	LCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
THE ROCK MORTGAGE TRUST, L.C.**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended, (the "Act")", hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles").

ARTICLE I

Name

The name of this Company shall be:

THE ROCK MORTGAGE TRUST, L.C.

ARTICLE II

Commencement and Duration

This Company shall commence at the date and time when these Articles are filed, in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

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98 JAN 23 AM 9:15
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TALLAHASSEE, FLORIDA

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 4403 Sun Village Boulevard, Kissimmee, Florida 34746, and such other place or places as may be designated by the members from time to time and the mailing address shall be 4403 Sun Village Boulevard, Kissimmee, Florida, or such other place as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Michael A. Schroeder, Esq., and the address of the Registered Agent for service of process shall be Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7313.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Hundred Dollars (\$100.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
Roger Smee, as Trustee	10222 Atterbury Court Orlando, Florida 32827

RIT, L.C., a Florida limited liability company L98000000054	10222 Atterbury Court Orlando, Florida 32827
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 TALLAHASSEE, FLORIDA

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

THE ROCK MORTGAGE TRUST, L.C.,
a Florida limited liability company

By: _____,
_____, a Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyances on documents for title to real or personal property.

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93 JAN 23 AM 9:15
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TALLAHASSEE, FLORIDA

ARTICLE XII

Amendments

These Article of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Voting

All members of the Company shall be entitled to vote on matters relating to the Company and each member's vote shall be determined in proportion to the members' relative capital accounts; however, if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE XVI

Indemnification

Each member shall be indemnified by the Company in accordance with Section 608.4363 of the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 2nd day of January, 1998.

THE ROCK MORTGAGE TRUST, L.C.
a Florida limited liability company

Roger Snee
By: Roger Snee, as Trustee, a member

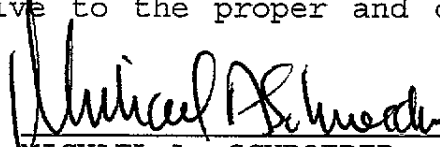
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further acknowledge and agree that I am familiar with, and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated as of: _____

Jan 22, 1998


MICHAEL A. SCHROEDER

(J:\7\CLIENTS\CITIPROP\ROCK.MTG\ARTIC.ORG 1170-01 12/08/97)ccc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) SS.:
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, personally appeared ROGER SMEE, who being duly sworn, deposes and says:

1. Affiant is a member of THE ROCK MORTGAGE TRUST, L.C., a Florida limited liability company (the "Company").

2. The Company has two (2) members, the names and addresses of which are set forth in the Articles of Organization.

3. The initial capital of the Company consists of the sum of cash of One Hundred Dollars (\$100.00). There is no other property which has been contributed by the members.

4. It is not anticipated that the members will be required to contribute any additional capital to the Company at this time.

5. This Affidavit is given in accordance with Section 608.407(2) of the Florida Limited Liability Company Act.

FURTHER AFFIANT SAYETH NOT.

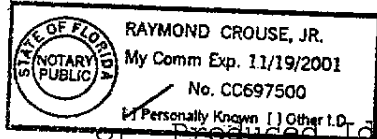
THE ROCK MORTGAGE TRUST, L.C.,
a Florida limited liability company

[Signature]
By: ROGER SMEE, as Trustee, a Member

Sworn and Subscribed before me on 1/2/98, 1998, by Roger Smee, as Trustee, a Member of THE ROCK MORTGAGE TRUST, L.C., a Florida limited liability company, on behalf of the Company.

Raymond Crouse Jr
Raymond Crouse Jr
Print, Type or Stamp Name of Notary
Public-State of Florida

My Commission Expires:
My Commission Number:
My Notary Seal:



Personally known or Produced Identification
Type of Identification Produced _____

FILED
JAN 15 1998
NOTARY PUBLIC
STATE OF FLORIDA