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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

December 15, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
98 FEB 20 PM 4:30
SECRET
TALLAHASSEE, FLORIDA

RE: Pinwhiffle, L.C.

700002374567--5
-12/17/97--01038--001
****346.25 ****346.25

To whom it may concern:

Enclosed is an original and one copy of the articles of organization, acceptance of register agent, affidavit of membership and contributions and a check in the amount of \$346.25.

If there is anything further that is required, please feel free to contact this office at any time.

Sincerely,

Debra L. Rainer, PLS

Debra L. Rainer, PLS
enclosures as stated
/dlr

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L98-228-224

Name Availability	<i>[Signature]</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

DEBRA L. RAINER
SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
P.O. BOX 1900
KEY WEST, FL 33041

We have received your document for PINWHIFFLE, L.C. and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property for the \$170,000 must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 497A00060784

FILED
59 FEB 01 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
OFFICE OF THE CLERK OF THE
STATE OF FLORIDA
TALLAHASSEE
AUG 22 1988 PM 4:30

ARTICLES OF ORGANIZATION
OF

PINWHIFFLE, L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be Pinwhiffle, L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3618 Northside Drive, Key West, Florida 33040.

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 unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Deborah Zarate at 3618 Northside Drive, Key West, Florida 33040.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of

the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Deborah Zarate of 3618 Northside Drive, Key West, Florida 33040.

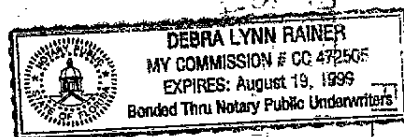
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 500 Fleming Street, Key West, Florida, on 31st day of October, 1997.

Deborah Zarate
Deborah Zarate

STATE OF FLORIDA
COUNTY OF MONROE

Sworn to and subscribed before me this 12 day of Dec., 1997, by Deborah Zarate.

Debra Lynn Rainer
Notary Public - State of Florida



Personally Known X
OR
Produced Identification _____
Type of Identification Produced
(Seal)

ED
PM 4:30
STATE
FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and

subscribed these articles of organization at 500 Fleming Street,
Key West, Florida, on 31st day of October, 1997.

Richard T. Steadman, Jr.
Richard T. Steadman, Jr.

STATE OF GEORGIA
COUNTY OF

Sworn to and subscribed before me this 4th day of November
1997, by Richard T. Steadman, Jr.

Alan P. Rickard
Notary Public -- State of Georgia

EXP. 6-25-99

Personally Known X
OR

Produced Identification _____

Type of Identification Produced

(Seal)

IN WITNESS WHEREOF, the undersigned organizers have made and
subscribed these articles of organization at 500 Fleming Street,
Key West, Florida, on 31st day of October, 1997.

Alice Sklar
Alice Sklar

STATE OF FLORIDA
COUNTY OF

Sworn to and subscribed before me this 7th day of November,
1997, by Alice Sklar

Patricia G. Hogue
Notary Public -- State of Florida



PATRICIA G. HOGUE
Comm. No. CC 577262
My Comm. Exp. Aug. 14, 2000
Bonded thru Pichard Ins. Agcy.

Personally Known _____
OR

Produced Identification X

Type of Identification Produced ..FL DL # 5460-037-45-745-0

(Seal)

FILED
99 FEB 10 PM 4:30
STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of PINWIFFLE, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of her duties, and is familiar with and accepts the obligations of position of registered agent.


DEBORAH ZARATE

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FILED
09 FEB 02 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of PINWHIFFLE, L.C., deposes and says"

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$2,700.00
3. The agreed value of property other than cash contributed by the member is \$170,000.00. 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 the members is: \$172,700.00. This total included amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: December 12, 1997



DEBORAH ZARATE, Registered Agent

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FILED
09 FEB 20 PM 4:30
CLERK OF DISTRICT COURT
STATE OF ARIZONA
TUCSON

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared DEBORAH ZARATE, who, being by me first duly sworn on oath, did depose and say:


1. My name is DEBORAH ZARATE. I am the one of the organizers and the Resident Agent of PINWHIFFLE, L.C., A Florida Limited Liability Company.

2. Each of the three organizers have each contributed NINE HUNDRED DOLLARS (\$900.00) for a total contribution of TWO THOUSAND SEVEN HUNDRED DOLLARS (\$2,700.00).


3. The agreed value of the property is ONE HUNDRED SEVENTY THOUSAND DOLLARS (\$170,000.00).

4. The legal description for the property

Lot Eight (8), Block Two (2), of ELAMAR ESTATES, a Resubdivision of Part of Tract Twenty-four (24), of Plat of Survey (Plat Book 3, Page 35), of Lands on Island of Key West, Monroe County, Florida, as recorded in Plat Book 4, page 13, of the Public Records of Monroe County, Florida.


DEBORAH ZARATE

SWORN TO AND SUBSCRIBED before me this 19th day of February, 1998.


NOTARY PUBLIC



ROBIN R. GEDMIN
MY COMMISSION # CC438007 EXPIRES
April 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
90 FEB 20 PM 4:30
CLERK OF DISTRICT COURT
MONROE COUNTY FLORIDA