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Wellington, Florida 33414
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-05/26/98--01015--021
*****5.00 *****35.00

April 06, 1998

Florida Secretary of State
Division of Commercial Recording

AH. Lynn Turley
409 E. Gaines
TALLAHASSEE, FLA. 32399

Re: Filing of the Articles of Organization of Devon FLA, L.C., a Florida Limited Liability Company

Dear Ms. Turley:
To Whom It May Concern:

500002534605--2
-05/26/98--01015--022
*****52.50 *****52.50

500002534605--2
-05/26/98--01015--023
*****250.00 *****100.00

Enclosed please find an Original plus one copy of the Articles of Organization of: Devon FLA, L.C., a Florida Limited Liability Company for filing as soon as possible.

I have also enclosed the following: 1) my check in the amount of \$250.00 for filing fee; 2) my check in the amount of \$52.50 for a certified copy of the filed Articles; 3) a Self Addressed and Paid return Federal Express Envelope for the return of the Certified Copy and a copy marked "Filed."

We have a transaction scheduled to close on Thursday, April 09, 1998 which requires proof of the filing of the Company, so your help in returning the filed copies by Federal Express will be greatly appreciated. I can be reached at (561) 308-8684 if I am not available at the above numbers.

Again, your help is appreciated.

Very truly yours,

Nina Chase-Paskin

Nina Chase-Paskin \$ 285.00 CF
52.50 CC

cc: client \$ 337.50
Stanley Bergman, Esq.

Thank you so much...
your help in getting this right
back to us is greatly appreciated -
It is an unusual circumstance -
thanks for bending -
Nina

Nina
AUTHORIZATION BY PHONE TO GIVE
CORRECT name members contributions
DATE 4-8-98 mailing address
DOC EXAM ST
4:30
5/4/8

ARTICLES OF ORGANIZATION OF
DEVON FLA. PROPERTIES, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 4:33

The undersigned, for the purpose of forming a limited company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be **DEVON FLA. Properties, L.C.** - principal place of business of the Company in Florida shall be 12798 West Forest Hill Blvd., Suite 202, Wellington, FL 33414. **The mailing address shall be the same as the principal office address.**

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with 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 III
THE PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop and manage residential and commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Nina Chase-Paskin, Esq., 12798 West Forest Hill Blvd., Suite 202, Wellington, FL 33414.

ARTICLE V
CAPITAL CONTRIBUTIONS

The member^(s) of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>TOTAL ANTICIPATED CAPITAL CONTRIBUTION</u>
THE DEVON TRUST, formed November 24, 1990	\$300,000.00

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

The member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

The limited liability company has two members.

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 IX
MANAGEMENT (MANAGEMENT BY MEMBER)

The Company shall be managed by the member ^(s) in accordance with regulations adopted by the member ^(s) 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 **members** of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
THE DEVON TRUST, a New York Trust	c/o 12798 Forest Hill Blvd., Suite 202 Wellington, Florida 33414
Stanley Bergman	Same as above


ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Devon FLA **Properties, L.C.** as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


Nina Chase-Paskin

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the foregoing uses and purposes this 7th day of April, 1998.

THE DEVON TRUST

By: 
Nina Chase Paskin, Esq. Authorized representative of
Stanley Bergman, Director and V.P. of Devon Trust
Company Limited, Trustee of the Trust.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 8 PM 4:54

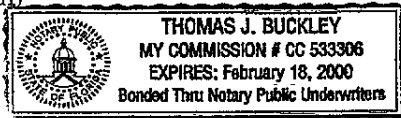
STATE OF FLORIDA :

SS:

COUNTY OF ~~ST~~ LUCIE

SWORN TO AND SUBSCRIBED before me this 7th day of April, 1998. by NINA CHASE-PASKIN, ESQ., as Authorized representative of Stanley Bergman, Director and V.P. of Devon Trust Company Limited, Trustee of the Trust, who is personally known to me or produced FIA. 200-639-56-516-0 as identification, who did take an oath.

(Seal)



Thomas J. Buckley
THOMAS J. BUCKLEY

Print name:
NOTARY PUBLIC

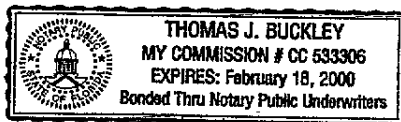
STATE OF FLORIDA :

SS:

COUNTY OF ~~ST~~ LUCIE

SWORN TO AND SUBSCRIBED before me this 7th day of April, 1998. by NINA CHASE-PASKIN, ESQ., as Registered Agent, who is personally known to me or produced as identification, who did take an oath.

(Seal)



Thomas J. Buckley

Print name:
NOTARY PUBLIC