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ACCOUNT NO. : 072100000032
REFERENCE : 860732 4340059
AUTHORIZATION : -
COST LIMIT : \$ PREPAID

ORDER DATE : June 18, 1998
ORDER TIME : 9:37 AM
ORDER NO. : 860732-005
CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

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DOMESTIC FILING

NAME: EQUITY ONE HOLDING, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS

RECEIVED
98 JUN 18 AM 10:33
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
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L98-824

Name	<i>[Signature]</i>
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ARTICLES OF ORGANIZATION
OF
EQUITY ONE HOLDING, L.L.C.

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

ARTICLE I. NAME

The name of the limited liability company shall be EQUITY ONE HOLDING, L.L.C. (the "Company"). The mailing address and the street address of the principal office of Company in Florida shall be 5151 Collins Avenue, Penthouse F, Miami Beach, Florida 33140.

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 shall exist perpetually unless dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company organized is 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 registered agent of the Company in the State of Florida is:

James W. Shindell
Kelley Drye & Warren LLP
201 South Biscayne Blvd., Suite 2400
Miami, Florida 33131

ARTICLE V. 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 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, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI. TERMINATION OF EXISTENCE

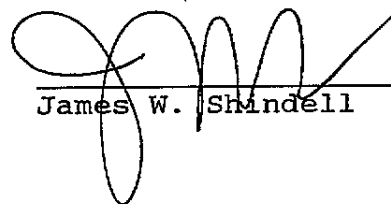
The Company shall be dissolved upon the retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or as provided in the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The 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 names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Andover Consulting Services, Ltd.	5151 Collins Avenue Penthouse F Miami Beach, Florida 33140
Delpiano Enterprises, L.L.C.	3915 Mary Weather Woods Alpharetta, Georgia 30022
Gianata Management Corp.	5151 Collins Avenue Penthouses C & D Miami Beach, Florida 33140

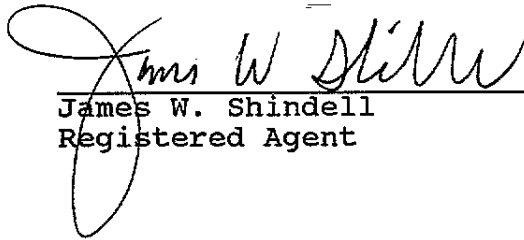
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 16 day of June, 1998.


James W. Shindell

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of EQUITY ONE HOLDING, L.L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.



James W. Shindell
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

EQUITY ONE HOLDING, L.L.C.

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The undersigned member or authorized representative of a member of EQUITY ONE HOLDING, L.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: \$100.00 each = \$300.00
3. If any, the agreed value of property other than cash Contributed by members is: .00

A description of the property is attached and made a Part hereto.
4. The amount of cash or property anticipated to be Contributed by the members is: .00
5. The total amount of 2, 3 and 4 is: \$300.00

Andover Consulting Services, Ltd.

By: Cary Bunin
Cary Bunin, Member

(In accordance with Section 608.402(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)