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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PITICONO HOLDINGS L.C.,

AUDIT NUMBER.....H98000016523

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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ARTICLES OF ORGANIZATION
FOR
PITOCONI HOLDINGS L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - NAME

The name of the Limited Liability Company is:
PITOCONI HOLDINGS L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:
161 Crandon Boulevard, Apt. 214
Key Biscayne, Florida 33149

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member, is:

<u>Name</u>	<u>Address</u>
Angela P. Ocampo	161 Crandon Boulevard, Apt. 214 Key Biscayne, Florida. 33149

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Member shall have the right to admit new members by the consent of members holding a majority of the voting interest of the company.

This instrument prepared by:
Norman T. Roberts, Esquire
Florida Bar No. 148802
Roberts & Salazar, LLP
50 West Mashta Drive, #2
Key Biscayne, FL 33149

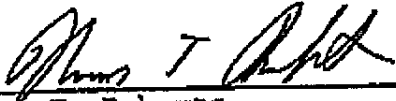
(305) 361-1383

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the company shall continue unless all of the remaining members and managers unanimously agree to discontinue the business of the company.



Norman T. Roberts
Authorized Representative of a Member

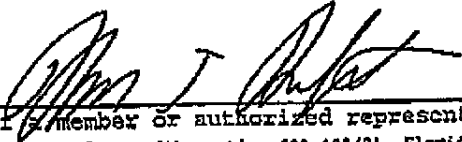
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
PITOCONI HOLDINGS L.C. deposes and says:

- 1) that the above named liability limited company has at least two members;
- 2) that the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) that 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) that the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from item 2 and 3 above.



Signature of a member or authorized representative of a member.

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

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

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.

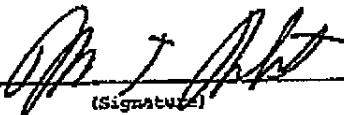
1. The name of the limited liability company is: PITOCONI HOLDINGS L.C.

2. The name and address of the registered agent and office:

Norman T. Roberts, Esquire
(Name)
50 West Mashta Drive, Suite #2
(P.O. Box not acceptable)
Key Biscayne, Florida 33149
(City/State/Zip)

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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.


(Signature)

9/4/98
(Date)

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