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TO: DIVISION OF CORPORATIONS

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CONTACT: THERESIA WESTBROOK
PHONE: (813)229-2300

ACCT#: 071344001620

FAX #: (813)221-4210

NAME: INDUSTRIAL REAL ESTATE ACQUISITION, L.C.

AUDIT NUMBER.....H98000016376

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

BRAD S. FISCHER, ESQUIRE
FOLEY & LARDNER
PO BOX 3391
TAMPA, FL 33601-3391

SUBJECT: INDUSTRIAL REAL ESTATE ACQUISITION, LLC
REF: W98000020272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

FAX Aud. #: H98000016376
Letter Number: 698A00045443

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**ARTICLES OF ORGANIZATION FOR
INDUSTRIAL REAL ESTATE ACQUISITION, LLC**

ARTICLE I - Name

The name of the limited liability company is Industrial Real Estate Acquisition, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 6529 Southern Boulevard, West Palm Beach, Florida 33413.

ARTICLE III - Duration

The period of duration for the Company shall be from the date these Articles of Organization are filed through December 31, 2047.

ARTICLE IV - Management

The Company shall be managed by the Manager, and the initial Manager shall be Geoffrey Peckham, whose address is 5872 Senegal Drive, Jupiter, Florida 33458.

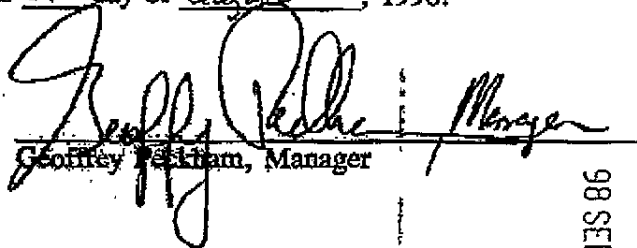
ARTICLE V - Registered Agent

The name of the initial registered agent of the Company is Geoffrey Peckham.

ARTICLE VI - Registered Office

The street address of the initial registered office of the Company is 6529 Southern Boulevard, West Palm Beach, Florida 33413.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the Manager on behalf of the Company on this 31 day of August, 1998.


Geoffrey Peckham, Manager

Prepared by:
Brad S. Fischer, Esq.
Foley & Lardner
P.O. Box 3391
Tampa, FL 33601-3391
(813) 229-2900
Florida Bar No.: 0076775

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* Effective date 9/4/98

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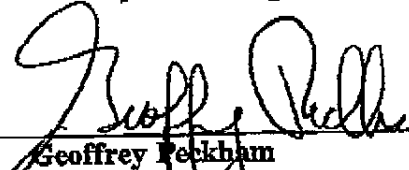
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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the Company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, the undersigned hereby 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 proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



Geoffrey Peckham

August 31, 1998
(Date)

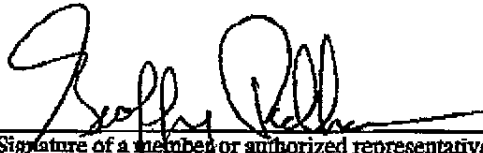
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
INDUSTRIAL REAL ESTATE ACQUISITION, LLC**

The undersigned member or authorized representative of a member of Industrial Real Estate Acquisition, LLC (the "Company") states the following:

- 1) the Company has at least two members;
- 2) the total amount of cash contributed by the members is \$25,000;
- 3) the members have not contributed property other than cash; and
- 4) the total amount of cash or property anticipated to be contributed by the members is \$25,000. This includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 607.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

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