

L98000002000



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 975865 82475A

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : September 28, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 975865-005

CUSTOMER NO: 82475A

CUSTOMER: Robert Abraham, ESQ
DUNN ABRAHAM & SWAIN

347 South Ridgewood Avenue

Daytona Beach, FL 32114

600002650076--3

DOMESTIC FILING

NAME: INTERCHANGE INVESTORS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

RECEIVED

98 SEP 28 AM 11:2

DIVISION OF CORPORATIONS

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

98 SEP 28 AM 8:06

FILED

ARTICLES OF ORGANIZATION

of

INTERCHANGE INVESTORS, L.C.
A Florida Limited Liability Company

The undersigned member, on behalf of the members of the within named limited liability company, hereby forms this limited liability company (hereinafter referred to as "this company") under the provisions of the Florida Limited Liability Company Act.

ARTICLE 1 NAME

The name of this company is Interchange Investors, L.C.

ARTICLE 2 TERM OF EXISTENCE

The term of existence of this company is perpetual. The date and time at which the existence of this company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3 PURPOSE

The purpose for which this company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this company may conduct business. This company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

accomplishment or furtherance of the purposes of this company.

ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this company are:

Mailing address: c/o Charles Wayne Properties, Inc.
1030 W. International Speedway Boulevard
Daytona Beach, Florida 32114

Street address: 1030 W. International Speedway Boulevard
Daytona Beach, Florida 32114

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this company in the State of Florida are as follows:

Name: Devin Tower

Street Address: 1030 W. International Speedway Boulevard
Daytona Beach, Florida 32114

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

The members of this company are given the right to admit additional members upon the condition that each new member is approved for admission by unanimous vote or consent of the members then existing.

ARTICLE 7
CONTINUATION OF BUSINESS

The remaining members of this company are given the right to continue the 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.

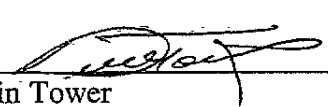
ARTICLE 8
MANAGEMENT

The management of this company is reserved to its members. The names and addresses of the initial managing members are as follows:

Name:	Address:
Devin Tower	1030 W. International Speedway Boulevard Daytona Beach, Florida 32114
Charles S. Lichtigman	1030 W. International Speedway Boulevard Daytona Beach, Florida 32114
Paul F. Holub, Jr.	P.O. Box 730086 Ormond Beach, Florida 32173

EXECUTION

The undersigned member of this limited liability company executes these articles of organization this 24th day of September, 1998.

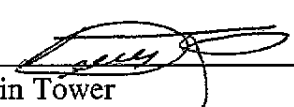

Devin Tower

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TALLAHASSEE, FLORIDA

STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated September 24, 1998.


Devin Tower

AFFIDAVIT AS TO MEMBERS OF AND CONTRIBUTIONS TO
INTERCHANGE INVESTORS, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned declares that:

1. He is a member and an initial managing member of Interchange Investors, L.C., a Florida limited liability company.

2. Interchange Investors, L.C. has at least two members.

4. The amount of cash contributed to Interchange Investors, L.C. by its members is as follows: None.

5. A description and the agreed value of property other than cash contributed to Interchange Investors, L.C. by its members is as follows: None.

6. The amount of cash and agreed value of property and services other than cash anticipated to be contributed to Interchange Investors, L.C. by its members, in addition to any amounts contributed as set forth in paragraphs 4 and 5 above, is as follows: \$3,000,000.

Dated September 24, 1998.


Devin Tower

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 24th day of September, 1998, by Devin Tower.
He is personally known to me.

(Notary Seal)


Notary Public, State of Florida



Robert Abraham
MY COMMISSION # CC639799 EXPIRES
August 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.