

DAVID R. ROY, P.A.
Attorneys At Law

David R. Roy, Esq.
Main Office
4209 N. Federal Hwy.
Pompano Beach, FL 33064
Telephone (954) 784-2961
Facsimile: (954) 784-2965

Douglass A. Kreis, Esq.
Boca Raton Office
398 W. Camino Gardens Blvd.
Suite 108, Plaza V
Boca Raton, FL 33498
Telephone: (561) 391-4498
Facsimile: (561) 391-8406

September 18, 1998

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

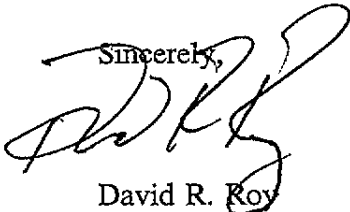
Re: Community Acquisitions, L.C.
Articles of Organization Limited Liability Corporation

Dear Sir/Madam:

Please find enclosed the original and a copy of the Articles of Organization for the above referenced Limited Liability Corporation. A check in the amount of \$285.00 was already paid to cover the filing cost. See attached Notice.

Please return a true copy of the Articles of Organization upon filing. If there are any problems, do not hesitate to contact me.

Sincerely,



David R. Roy

DRR/cr

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1998

DAVID R. ROY, P.A.
4209 N. FEDERAL HWY
POMPANO BEACH, FL 33064

SUBJECT: SOUTH FLORIDA ACQUISITIONS, L.C.
Ref. Number: W98000020003

We have received your document for SOUTH FLORIDA ACQUISITIONS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 498A00045000

**ARTICLES OF ORGANIZATION
OF
COMMUNITY ACQUISITIONS, L.C.**

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

FILED
SEP 30 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1-NAME

The name of the limited liability company shall be Community Acquisitions, L.C. (hereafter "Company").

ARTICLE 2-ADDRESS

The mailing address and street address of the principal office of the Company shall be 201 NE 2nd Circle, Boca Raton, FL 33431.

ARTICLE 3-DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by 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 4-REGISTERED OFFICER AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Dean M. Shanafelt at 4201 N. Federal Hwy., Pompano Beach, FL 33064.

ARTICLE 5-CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" attached hereto and by reference made a part hereof.

ARTICLE 6-ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members of the Company.

ARTICLE 7-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and on 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 his or her interest approve of the proposed transfer by unanimous written consent.

98 SEP 01 PM 1:20
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE 8-TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that 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 9-MANAGEMENT

The Company shall be managed by a manager in accordance with the regulations adopted by the members 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 initial manager of the Company is Dean M. Shanafelt, at 201 NE 2nd Circle, Boca Raton, FL 33431.

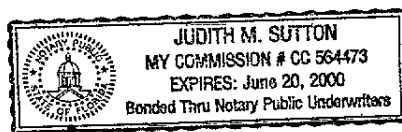
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Pompano Beach, Florida, on this 27 day of AUGUST, 1998.

Dean M. Shanafelt
Dean M. Shanafelt

Carol A. DeBriac
Carol A. DeBriac

STATE OF FLORIDA
COUNTY OF BROWARD

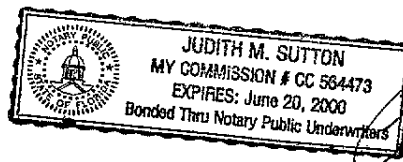
The foregoing instrument was acknowledged before me this 27 day of AUGUST, 1998 by Dean M. Shanafelt, who is personally known to me or who produced his drivers license as identification.



Judith M. Sutton
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of AUGUST, 1998,
by Carol A. DeBriac, who is personally known to me or who produced her drivers license as
identification.



Judith M. Sutton
NOTARY PUBLIC

FILED
SEP 30 PM 1:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
98

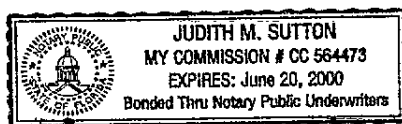
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of ~~XXXXXX~~ Community Acquisitions, 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 \$1,000.00 paid by the following members:

A. Dean M. Shanafelt	\$900.00
B. Carol A. DeBriac	\$100.00
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.



Dean M. Shanafelt

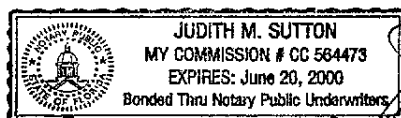
Dean M. Shanafelt

Carol A. DeBriac

Carol A. DeBriac

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of AUGUST, 1998 by Dean M. Shanafelt, who is personally known to me or who produced his drivers license as identification.

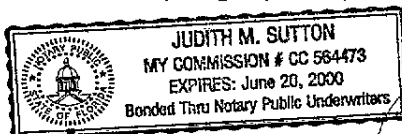


Judith M. Sutton

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of AUGUST, 1998 by Carol A. DeBriac, who is personally known to me or who produced her drivers license as identification.

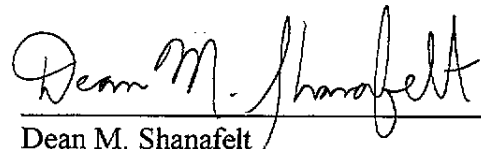


Judith M. Sutton

NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of South Florida Community Acquisitions, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and 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 accept the obligations of the position of registered agent.


Dean M. Shanafelt