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October 7, 1998

Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

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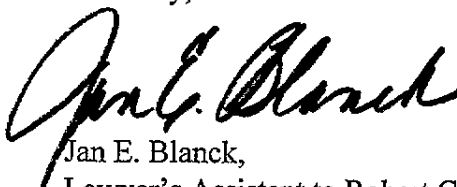
Re: Mezzanine Finance Fund, LLC

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is the Company's check in the amount of \$337.50 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

FILED
98 OCT - 8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MEZZANINE FINANCE FUND, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
98 OCT -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer and as a Member or authorized representative of a Member of Mezzanine Finance Fund, L.L.C., under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.
NAME**

The name of this limited liability company (the "Company") is Mezzanine Finance Fund, L.L.C.

**ARTICLE II.
ADDRESS**

The mailing and street address of the principal office of the Company shall be 1070 East Indiantown Road, Suite 208, Jupiter, Florida 33477.

**ARTICLE III.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Robert C. White, Jr.

**ARTICLE IV.
DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.
ORGANIZOR**

The name and street address of the organizer to these Articles of Organization

<u>Name</u>	<u>Address</u>
Floyd D. Wilkenson	1070 East Indiantown Road Suite 208 Jupiter, Florida 33477

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**ARTICLE VII.
MANAGEMENT BY MANAGERS**

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The names and addresses of such Managers who are to serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Floyd D. Wilkenson	1070 East Indiantown Road Suite 208 Jupiter, Florida 33477
2. Daniel Birbilis	1070 East Indiantown Road Suite 208 Jupiter, Florida 33477

**ARTICLE VIII.
ADMISSION OF NEW MEMBERS**

The Company may admit new Members, and a Member may transfer his or her membership units (each, a "Unit"), on the terms and conditions provided in the Operating Agreement.

**ARTICLE IX.
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE X.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

ARTICLE XI.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 6th day of October, 1998

By:


Name: Floyd B. Wilkenson, Member

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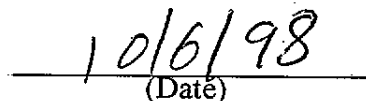
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
MEZZANINE FINANCE FUND, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, 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: Mezzanine Finance Fund, L.L.C.
2. The name and address of the registered agent and office are Robert C. White, Jr., c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

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)



(Date)

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Mezzanine Finance Fund, L.L.C., deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the members is: \$50,000
- 3) if any, the agreed value of property other than cash contributed by members is: \$ - 0 -
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members is: \$ - 0 -
- 5) the total amount of 2, 3 and 4 is: \$50,000



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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