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REFERENCE : 991218 146727A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 337.50

ORDER DATE : October 9, 1998

0089-02544-00671

ORDER TIME : 11:47 AM

ORDER NO. : 991218-005

CUSTOMER NO: 146727A

CUSTOMER: Peter Z. Kamenesh, Esq
PETER Z. KAMENESH, ESQ
PETER Z. KAMENESH, ESQ
7th Floor
3225 Aviation Avenue
Coconut Grove, FL 33133

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DOMESTIC FILING

NAME: A.G.B., LLC OF FLORIDA,
LIMITED LIABILITY COMPANY

EFFECTIVE DATE:

400002660784--2

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:

W98-23075

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

RESUBMIT

Please give original
submission date as file date.

CSC CORPORATION COMPANY
SARA LEA

SUBJECT: A.G.B., LLC OF FLORIDA, LIMITED LIABILITY COMPANY
Ref. Number: W98000023075

We have received your document for A.G.B., LLC OF FLORIDA, LIMITED LIABILITY COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may 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) 487-6967.

Michelle Hodges
Document Specialist

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**ARTICLES OF ORGANIZATION
OF**

AGBLLC OF FLORIDA, LIMITED LIABILITY COMPANY

The undersigned, being the authorized members of AGBLLC OF FLORIDA, Limited Liability Company, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: AGBLLC OF FLORIDA, Limited Liability Company

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

3225 AVIATION AVENUE, SEVENTH FLOOR, COCONUT GROVE, FLORIDA 33133

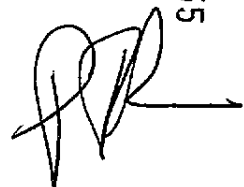
ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

3225 AVIATION AVENUE, SEVENTH FLOOR, COCONUT GROVE, FLORIDA 33133

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

PETER Z. KAMENESH
3225 AVIATION AVENUE, SEVENTH FLOOR, COCONUT GROVE, FLORIDA 33133

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon 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, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent

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(90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:	Address:
Ft. Myers Management, Inc.	3225 Aviation Avenue, 7 th Floor, Coconut Grove, Florida 33133

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

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IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 2 day of October, 1998.

Ft. Myers Management, Inc.,
a Florida corporation

By: 
Patrick J. Riley, as President

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

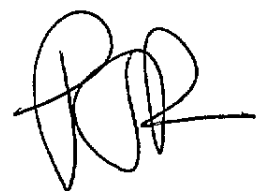
Having been appointed registered agent of AGBLLC OF
FLORIDA, Limited Liability Company in its Articles of
Organization, at the place designated in such Articles of
Organization, the undersigned hereby agrees to act in this capacity
and affirms that he is familiar with, and accepts, the obligations of
such position.

Dated: October 2, 1998



PETER Z. KAMENESH

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer or authorized representative of an initial member of AGBLLC OF FLORIDA, Limited Liability Company, a Florida limited liability company (the "Company") who, upon being duly sworn, certifies the following:

- 1. The Company has at least two (2) members.
- 2. As of the date hereof, the amount of capital contributions to the Company made by its members is as follows:

\$1,000.00
- 3. The anticipated amount of additional capital contributions to the Company to be made by its members will be as follows:

\$00.00
- 4. There have been no contributions to the Company made by its members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of a member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: October 2, 1998

Ft. Myers Management, Inc.,
 a Florida corporation
 By: [Signature]
 Patrick J. Riley, as President

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SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 2 day of October, 1998, by Patrick J. Riley, as President of Ft. Myers Management, Inc., a Florida corporation, who is personally known to me and who did take an oath.

My Commission Expires:

Peter Z. Kamenesh
 Notary Public, State of Florida
 Print Name: _____

