



THE UNITED STATES
CORPORATION
COMPANY

L99000000241

ACCOUNT NO. : 072100000032

REFERENCE : 099323 97371A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 14, 1999

ORDER TIME : 10:27 AM

ORDER NO. : 099323-005

CUSTOMER NO: 97371A

CUSTOMER: Steve Daniels, Esq
ARNSTEIN & LEHR
ARNSTEIN & LEHR
Suite 600
515 North Flagler Drive
West Palm Beach, FL 33401

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****285.00 ****285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JAN 14 PM 3:58

DOMESTIC FILING

NAME: FISHTAIL PALM, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Léa

EXAMINER'S INITIALS:

7
1/14/99

RECEIVED
99 JAN 14 AM 11:26
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
FISHTAIL PALM, 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.

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ARTICLE I -- NAME

The name of the limited liability company shall be FISHTAIL PALM, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

2328 10th Avenue North
Suite 403
Lake Worth, FL 33461

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with 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 or the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire
Arnstein & Lehr
433 Plaza Real, Suite 275
Boca Raton, FL 33432

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit "A" and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the 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.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member 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 IX -- MANAGEMENT

The Company shall be managed by two Managing Members in accordance with 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 Managing Members of the Company are:

Roger Rukin
2328 10th Avenue North
Suite 403
Lake Worth, FL 33461

and

James B. Rukin Revocable Trust 5/7/96
2328 10th Avenue North
Suite 403
Lake Worth, FL 33461

The amendment of these Articles of Organization, shall require the unanimous approval of all Members.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Lake Worth, Florida, on this ____ day of _____, 1999.

FISHTAIL PALM, L.C.,
a Florida limited liability company

By: _____

JAMES B. RUKIN, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 11th day of January, 1999 by JAMES B. RUKIN, President of Fishtail Palm, L.C., a Florida limited liability company and is personally known to me or has produced _____ as identification.

Notary Public

Commission No: Steve Daniels

Commission Expires: _____

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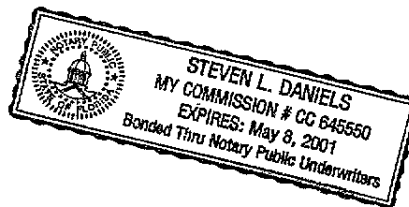


EXHIBIT "A"
ARTICLES OF ORGANIZATION
OF
FISHTAIL PALM, L.C.

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Capital Contributions and Ownership Units

JAMES B. RUKIN	\$100.00 in cash
REVOCABLE TRUST 5/7/96	

ROGER RUKIN	\$100.00 in cash
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AFFIDAVIT OF MEMBERSHIP

**State of Florida
County of Palm Beach**

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Before me the undersigned authority personally appeared JAMES B. RUKIN who on oath says:

1. That he is the President of FISHTAIL PALM, L.C., a Florida limited liability company.
2. That FISHTAIL PALM, L.C., a Florida limited liability company has at least two members.
3. The amount of cash contributed by the members are as follows:

James B. Rukin Revocable Trust 5/7/96 \$100.00 in cash

Roger Rukin \$100.00 in cash

4. There is no property to be contributed by the members, other than cash, nor is there any anticipated property to be contributed.

FURTHER AFFIANT SAYETH NAUGHT.


JAMES B. RUKIN

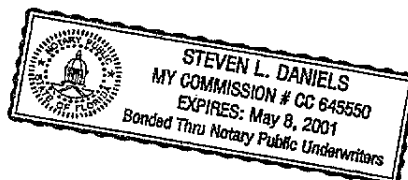
Sworn to and subscribed before me this 11 day of January, 1999 by JAMES B. RUKIN who is personally known to me or who has produced _____ as identification.


Notary Public

My Commission Expires: _____

{SEAL}

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In compliance with the laws of the State of Florida, the following is submitted:

First -- That FISHTAIL PALM, L.C. desiring to organize under the laws of the State of Florida, has named Steven L. Daniels, Esquire as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 11 day of January, 1999.


STEVEN L. DANIELS
Registered Agent