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- ** Board Certified Real Estate Lawyer
- * Board Certified Wills, Trusts & Estates Lawyer

February 10, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32399

100002772711-3

-02/11/99-01044-004

****285.00 ****285.00

Re: Four J's Naples Realty, L.L.C.

Gentlemen:

Enclosed are original and copy of the Articles of Organization for the captioned limited liability company, together with the firm's check in the amount of \$285.00, in payment of the filing fees.

Please return a certified copy of the Articles, showing the filing information, to this office.

Sincerely,

Kim Caswell

Kimberley Caswell
Legal Assistant to Thomas R. Sawyer

/kc

Enclosure

cc: Mr. Larry M. Elkin

52
2-15-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FOUR J'S NAPLES REALTY, L.L.C.**

The undersigned hereby adopt these Articles of Organization and hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

Four J's Naples Realty, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

272 Lalley Boulevard
Fairfield, CT 06430

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the managing member and the name and address of the managing member is:

Jeffrey G. Beiser, as Trustee of the Gerald J. Beiser Irrevocable Trust
under Trust Agreement dated April 2, 1991
272 Lalley Boulevard
Fairfield, CT 06430

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TALLAHASSEE, FLORIDA

ARTICLE V - Initial Registered Agent:

The name and street address of the initial registered agent in the State of Florida is:

Delores J. Beiser
Beach House
20 Seagate Drive, Apt. 1002
Naples, FL 34103

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TALLAHASSEE, FLORIDA

ARTICLE VI - Admission of Additional Members:

The admission of new members shall be at the discretion of the Managing Member.

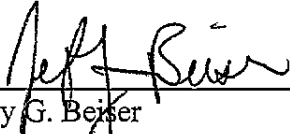
ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company 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 in the Limited Liability Company shall be at the discretion of the Managing Member.

ARTICLE VIII - Affidavit of Membership and Contributions:

An affidavit of Membership and Contributions in accordance with Section 608.407(2), Florida Statutes, is attached hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization effective this 28 day of January, 1999.



Jeffrey G. Beiser
Authorized Representative of a Member

STATE OF Connecticut

COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 28th day of January, 1999, by Jeffrey G. Beiser, an Authorized Representative of a Member, who is personally known to me and who did not take an oath.

Kevin P. McKiernan

Name: Kevin P. McKiernan

(NOTARY SEAL)

I am a Notary Public of the State of Connecticut
having a commission number of 119011
and my commission expires: 6/30/2003

My Commission Expires June 30, 2003



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Before me, the undersigned Notary Public, personally appeared Jeffrey G. Beiser, as Trustee of the Gerald J. Beiser Irrevocable Trust under Trust Agreement dated April 2, 1991, who, being duly sworn, certifies, deposes and says:

- 1) That he is, as Trustee of the Gerald J. Beiser Irrevocable Trust under Trust Agreement dated April 2, 1991, a member of Four J's Naples Realty, L.L.C.
- 2) That Four J's Naples Realty, L.L.C., has at least one (1) member.
- 3) The total amount of cash contributed by the member(s) is \$235,000.00.
- 4) If any, the agreed value of property other than the cash contributed by the member is zero (If any, a description of the property is attached and made a part hereto).
- 5) The total amount of cash or property anticipated to be contributed by the member is \$235,000.00. This total includes amounts from 3 and 4 above.

Dated: 1/28/99, 1999.

Jeffrey G. Beiser
Jeffrey G. Beiser, as Trustee of the Gerald J. Beiser Irrevocable Trust under Trust Agreement dated April 2, 1991
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that facts stated herein are true.)

STATE OF Connecticut
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 28th day of January, 1999, by Jeffrey G. Beiser, as Trustee of the Gerald J. Beiser Irrevocable Trust under Trust Agreement dated April 2, 1991, who is personally known to me and who did not take an oath.

(NOTARY SEAL)

Kevin P. McKiernan
Name: Kevin P. McKiernan
I am a Notary Public of the State of Connecticut
having a commission number of 119011
and my commission expires: 6/30/2003

My Commission Expires June 30, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.407(1)(d), 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:


Four J's Naples Realty, L.L.C.

2. The name and address of the registered agent and office is:

Delores J. Beiser
Beach House
20 Seagate Drive, Apt. 1002
Naples, FL 34103

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.

Dated: Jan. 26, 1999


Delores J. Beiser
Registered Agent

Thomas R. Sawyer, Esq.
FL BAR # 0603988
McCarthy, Summers, Bobko, McKey,
Wood & Sawyer, P.A.
2081 E. Ocean Blvd., 2nd Floor
Stuart, FL 34996
(561) 286-1700

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TALLAHASSEE, FLORIDA