

RICHARD C. JANS, P.A.

380 WEST ALFRED STREET

P.O. Box 1070

TAVARES, FLORIDA 32778-1070

(352) 742-1060

FAX (352) 742-1068

L9900000/310

February 26, 1999

VIA UPS NEXT DAY DELIVERY

Registration Section

Division of Corporations

Department of State

409 East Gaines Street

Tallahassee, Florida 32399

300002790533--7

-03/01/99--01102--009

****293.75 ****293.75

Re: **Ocean Reef Management, LLC.**

Dear Gentlemen:

Enclosed is our firm's check in the amount of \$293.75 to cover the following fees of your office:

Filing Fee for Articles of Organization and Affidavit	\$250.00
Registered Agent Designation	\$ 35.00
Certificate of Status	\$ 8.75

Also enclosed is an executed original and one copy of the Articles of Organization, with executed registered agent form for the above-referenced limited liability company. Please file and stamp the Articles of Organization and return a copy, along with the Certificate of Status, to our office.

Thank you for your prompt attention to this matter.

Very truly yours,


Richard C. Jans

RCJ/mcw
encl.

FILED
99 MAR - 1 PM 3: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52
3-9-99

ARTICLES OF ORGANIZATION OF OCEAN REEF MANAGEMENT, LLC.

ARTICLE I - Name:

The name of the Limited Liability Company is : Ocean Reef Management, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 380 West Alfred Street, Tavares, Florida 32778.

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 a manger or managers and the names and addresses of such managers who are to serve as managers are:

Richard C. Jans
380 W. Alfred Street
Tavares, Florida 32778

FILED
99 MAR -1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

No additional member shall be added to the Limited Liability Company until:

1. The managers, in their sole and absolute discretion, have consented in writing to the admission.
2. All members have consented in writing to the admission.
3. A fully executed and acknowledged written instrument setting forth the intention of the person to become a member has been filed with the Limited Liability Company.
4. The proposed new member has executed and acknowledged such other instruments as the managers may deem necessary or desirable to effect such admission, including the written acceptance and adoption of the regulations of the Limited Liability Company.

ARTICLE VI - 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: If at least one member remains and a majority of the interests of the members vote against dissolution, the Limited Liability Company shall continue business.

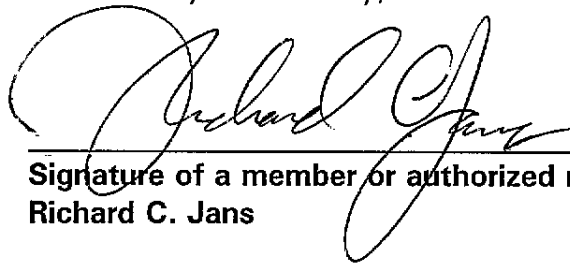
FILED
99 MAR -1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Ocean Reef Management, LLC, 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: \$ 500
- 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: \$500
This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of this 26th day of February, 1999.



Signature of a member or authorized representative of a member
Richard C. Jans

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.

FILED
99 MAR - 1 PM 3: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

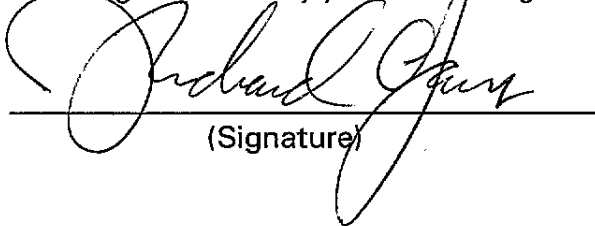
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: Ocean Reef Management, LLC.
2. The name and address of the registered agent and office is:

Richard C. Jans
380 West Alfred Street
Tavares, Florida 32778

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)

2/26/99
(Date)

FILED
99 MAR -1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA