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The Offices of
PHILLIPS & MORRIS
A PROFESSIONAL ASSOCIATION

JOHN R. PHILLIPS, JR.
KEVIN J. MORRIS

7310 Gulf Boulevard, St. Pete Beach, Florida 33706
Telephone (727) 360-2600 FAX (727) 360-6588

March 2, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/99--01093--008
****285.00 ****285.00

To Whom It May Concern:

Please find enclosed the Articles of Organization of J. C. G.
Management, L.C. Further find enclosed a check in the amount of \$285.00
as and for the filing fees as required by your office.

I appreciate your anticipated cooperation and attention to this matter.

Sincerely,


John R. Phillips, Jr.

JRP/bs
Enclosures

Kevin Morris GAVE
AUTHORIZATION BY PHONE TO
CORRECT Mailing Address + Affidavit
DATE 3/18/99
DOC. EXAM [Signature]

Name	Availability
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

99 MAR -4 AM 9:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
J. C. G. MANAGEMENT, L.C.**

99 MAR -4 PM 9:30

STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLE I

The name of this Limited Liability Company shall be: **J. C. G. MANAGEMENT, L.C.**

ARTICLE II

This Limited Liability Company shall have a perpetual existence.

ARTICLE III

This Limited Liability Company is created for the purpose of management of property (real and personal) and investments, marketing, business consultation and the acquisition of real property and in such other related business as may be agreed on by the members.

ARTICLE IV

The place of business of this Limited Liability Company shall be 18650 Gulf Boulevard, Indian Shores, FL 33785, and such other place or places as the members from time to time may determine. The mailing address shall be the same as above.

The initial registered agent of the Limited Liability Company shall be John R. Phillips, Jr., Esq., 7310 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE V

The initial amount of capital contributions is thirty thousand dollars (\$30,000.00).

ARTICLE VI

This Limited Liability Company will initially be managed by Joe Guerrieri whose address is 18650 Gulf Boulevard, Indian Shores, FL 33785, until the first annual meeting of members or until their successors, if any, are elected and qualified.

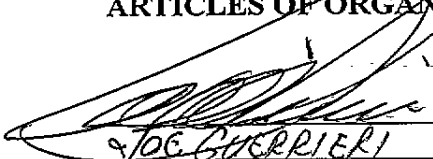
ARTICLE VII

Should any member die, retire, resign, be expelled, file a petition for bankruptcy or have commenced an involuntary proceeding for bankruptcy or should a member not a natural person be dissolved or should there occur any other event which terminates the continued membership of a member, the remaining members shall be allowed to continue the business.

ARTICLE VIII

No person may be admitted either as a new member taking directly from the company or as a new member taking as an assignee of an existing member or as an heir of an existing member unless each existing member consents in writing to the admission of the additional member. Such consent requires the unanimous approval of all existing members.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION.

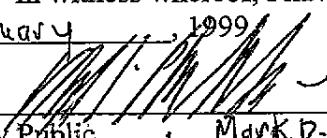

JOE GUERRIERI Printed Name
Member/Manager

Printed Name
Member/Manager

Province Ontario
STATE OF
COUNTY OF Canada
Country

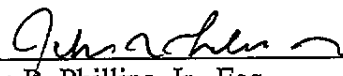
BEFORE ME, personally appeared JOE GUERRIERI, who to me known to be the
person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal on this the 26th day of
February, 1999


Notary Public Mark D. Mickleborough
My Commission Expires: does not expire.
Identification Produced: _____

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent, we hereby are familiar with and accept the
duties and responsibilities as Agent.


John R. Phillips, Jr., Esq.
Registered Agent
c/o The Law Offices of Phillips & Morris, P.A.
7310 Gulf Blvd.
St. Petersburg, FL 33706


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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is J. C. G. Management, L.C.
2. The name and address of the registered agent and office is:

JOHN R. PHILLIPS, JR., ESQ.
The Law Offices of Phillips & Morris, P.A.
7310 Gulf Boulevard, St. Pete Beach, FL 33706

Having been named as registered agent and to accept service of process for the above-stated corporation 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 the position as registered agent.



John R. Phillips, Jr., Registered Agent

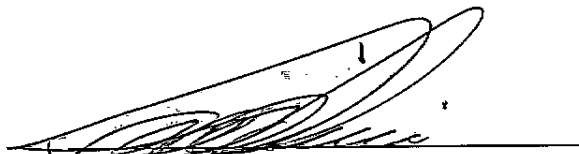
Dated: 2-25-99

Province Ontario
STATE OF Ontario
COUNTY OF Canada
Country Canada

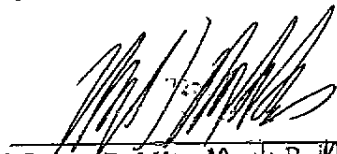
AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

BEFORE me the undersigned authority personally appeared **JOE GUERRIERI**, who,
being first duly sworn, state(s) as follows:

1. That the limited liability company, J. C. G. Management, L.C., has at least one (1) member.
 2. No property has been contributed by the members.
 3. That the sum of thirty thousand dollars (\$30,000.00) cash has been contributed by the member and \$ 470,000.00 is anticipated to be contributed by the member.
 4. The total contributed and anticipated is \$500,000.00.
- FURTHER, affiant saith not.


JOE GUERRIERI

Sworn to and subscribed before me on this the 26th day of February, 1999.


Notary Public Mark P. Mickleborough
My Commission Expires: does not expire
Identification Produced: _____