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LAW OFFICES

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PLEASE REPLY TO:
POST OFFICE BOX 53075
JACKSONVILLE, FLORIDA 32201-3075

March 8, 1999

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-03/10/99--01032--007

*****87.50 *****87.50

Department Of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32314

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-03/10/99--01032--008

*****250.00 *****250.00

Re: Articles Of Organization for Wolf-Kadre Associates, L.C.

Dear Sir or Madam:

In connection with the formation of the referenced Florida limited liability company, enclosed for filing are the following original documents:

1. Articles Of Organization;
2. Affidavit Of Membership And Contributions;
3. Certificate Of Designation Of Registered Agent and Registered Office For Wolf-Kadre Associates, L.C.
4. Our firm's check for the filing fee in the amount of \$250.00 payable to the Department of State, and
5. Our firm's check for the filing of the Certificate of Designation of Registered Agent and Registered Office for Wolf-Kadre Associates, L.C. in the amount of \$87.50 payable to the Department of State.

FILED
99 MAR 10 PM 2 00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Also enclosed are copies of these documents with a self-addressed, stamped envelope for their return. Please file stamp and return the copies to our office.

Name	Available
Document Examiner	If you have any questions, please call us. Thank you. DCC
Updater	DCC
Updater Verifier	WSM/bb
Acknowledged	Enclosures 18095
W. P. Verifier	DCC

Very truly yours, -

Walter S. Millsaps

L99000001514

ARTICLES OF ORGANIZATION

FOR

WOLF-KADRE ASSOCIATES, L.C.

a Florida limited liability company

Article I

Name

The name of the limited liability company is Wolf-Kadre Associates, L.C. ("Company").

Article II

Address

The mailing and street address of the principal office of the Company is One San Jose Place, Suite 8, Jacksonville, Florida 32257.

Article III

Duration

The duration of the Company is perpetual, beginning on the date these Articles of Organization are filed with the Secretary of State, State of Florida.

Article IV

Registered Agent

The name of the Company's initial registered agent in Florida is Irvin "Skip" Wolf, III. The address of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Company's registered agent office in Florida is One San Jose Place, Suite 8, Jacksonville, Florida 32257.

Article V

Management

The Company is to be managed by Managers duly elected by the Members of the Company. The names and addresses of the Initial Managers are:

Irvin "Skip" Wolf, III
12152 Cattail Lane
Jacksonville, Florida 32223

Article VI

Admission of Additional Members

The right of the Members to admit additional Members to the Company and the terms and conditions of the admissions shall be upon unanimous written consent of the Members and any additional Members shall be as provided for in the Operating Agreement of the Company.

Article VII

Members Rights to Continue Business

The right of the remaining partners of the 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 Company shall be as provided for
in the Operating Agreement of the Company.

IN WITNESS WHEREOF, we have executed these Articles of
Organization on this 3rd day of March, 1999.

IRVIN "SKIP" WOLF, III

Elizabeth W. Benton
Witness Elizabeth W. Benton
Margaret O'Rourke
Witness MARGARET O'ROURKE

Irvin "Skip" Wolf III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 10 PM 2:00

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P. CLINTON WINTER

Deborah L. Haunoh
Witness

P. Clinton Winter

Derry J. Gainer
Witness

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

WOLF-KADRE ASSOCIATES, L.C.

STATE OF FLORIDA)

COUNTY OF DUVAL)

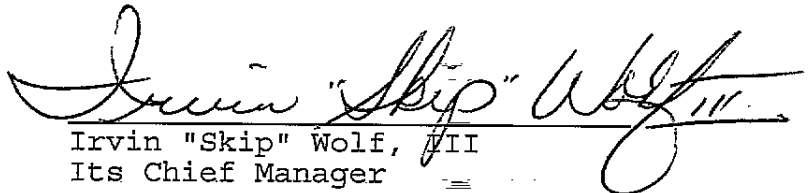
The undersigned member and authorized representative of
Wolf-Kadre Associates, L.C. (the "Company") deposes and says

1. The above named limited liability company has
least two members.

2. The total amount of cash contributed by the members
is \$50,000.00.

3. There is no property other than cash contributed by
members.

4. The total amount of cash or property anticipated to
be contributed by members is \$50,000.00. This total includes
amounts from paragraphs 2 and 3 above.


Irvin "Skip" Wolf, III
Its Chief Manager

FILED
APR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledgment

This affidavit was executed before me this 2nd day of MARCH ~~February~~, 1999, by Irvin "Skip" Wolf, III, who is personally known to me.

[Signature]

Notary Public, State of Florida

Name: _____

My commission expires _____

My commission expires _____



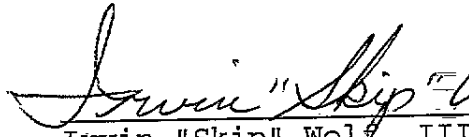
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE FOR WOLF-KADRE ASSOCIATES, L.C.

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 Wolf-Kadre Associates, L.C.

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

Irvin "Skip" Wolf, III
One San Jose Place, Suite 8
Jacksonville, Florida 32257

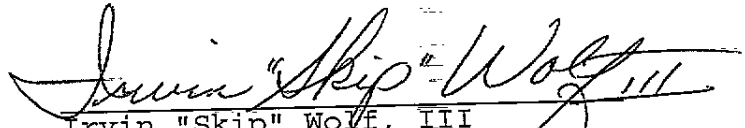

Irvin "Skip" Wolf, III
Its General Manager

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TALAMASSEE
SECRETARY OF STATE

Acceptance by Registered Agent

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent.

Dated this 2nd day of ~~February~~ ^{MARCH}, 1999.


Irvin "Skip" Wolf, III