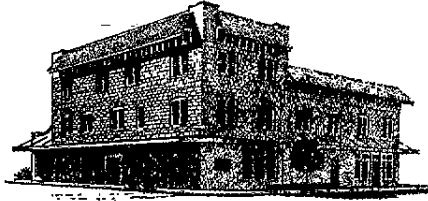


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
ATTORNEYS AT LAW
1006 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400
Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

April 1, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002828820--7
-04/05/99--01050--003
***337.50 ***337.50

Re: IDS CHEZ SOLEIL L.L.C.

Dear Sir or Madam:

Enclosed please find the following concerning the above-referenced Limited Liability Company:

1. Two (2) original sets of the Articles of Organization with attached Certificate of Registered Agent.
2. An Affidavit of Capital Contributions.
3. My firm check in the amount of \$337.50 representing the filing fee for the Articles, Registered Agent Designation, and a certified copy of the Articles.

If the enclosed meet with your approval, it will be greatly appreciated if you would file the Articles and Affidavit, and return a certified copy of the Articles to the undersigned.

Should you have any questions or require anything further to file these Articles, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson, III
Robert W. Hendrickson, III

Name	<i>RLH</i>
Availability	
Signature	<i>[Signature]</i>
Date	<i>[Date]</i>
Signature	<i>[Signature]</i>
Signature	<i>[Signature]</i>
Signature	<i>[Signature]</i>

RWH:kes
Enclosures

99 APR -5 AM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF ORGANIZATION

FOR

IDS CHEZ SOLEIL L.L.C.

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is IDS Chez Soleil L.L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal with the real property described in Exhibit "A" attached hereto, and all personal property associated therewith, and to engage in any other lawful activity.

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company shall be 3401 37th Street So., St. Petersburg, FL 33711.

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be Robert W. Hendrickson, III, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Management of Business

Management of the Company is reserved to its Members. The names and addresses of the managing Members are set forth on Exhibit "B" attached hereto. The Members shall have the right to elect officers of the Company. All officers shall be Members of the Company. The officers will have the power and authority granted by the Members from time to time as provided in the Regulations.

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the unanimous vote of all Members, upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Powers

The Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

FILED
99 APR -5 5PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The duly elected officers of the Company are hereby authorized to convey and encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. Such execution shall be made by any officer duly authorized to act for the Company as provided in the Regulations. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the officer is signing on behalf of the Company.

ARTICLE XI

Amendments

These Articles may be amended or restated at any time by the unanimous vote of the Members, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII

Regulations

Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XIII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its duly authorized officers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also an officer.


FILED
93 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer of IDS Chez
Soleil L.L.C. has executed these Articles of Organization this
3/17 day of March, 1999.


KATHLEEN McDONALD

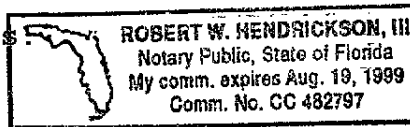
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31st
day of March, 1999 by Kathleen McDonald who is personally known to
me and did not take an oath.


Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

My commission expires:



FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEGAL DESCRIPTION OF CONDOMINIUM:

Lots 9, 10 and 11, Block 27, RE-REVISED MAP OF INDIAN BEACH,
as recorded in Plat Book 5, Page 6, Public Records of
Pinellas County, Florida,

together with

That 10.00 foot alley lying Easterly of said Lots 9, 10 and
11 being bounded on the North by the extended North line of
said Lot 9 and being bounded on the South by the extended
South line of said Lot 11, LESS that portion of the 10.00 foot
alley being described as follows: From the Northeast corner
of Lot 9 of said Block 27 as a point of reference; thence
along the Easterly extension of the North line of said Lot
9, S84°34'25"E, 5.62 feet to the Point of Beginning, said
point being on the centerline of said 10.00 foot alley;
thence continue S84°34'25"E, 5.62 feet to the Northwest corner
of Lot 12, of said Block 27; thence along the Westerly line
of said Lot 12, S21°46'58"E, 28.11 feet to a point on a line
being 25.00 feet Southerly of the North line of said Lot 12;
thence S68°13'02"W, 5.00 feet to the centerline of said
alley, thence along the centerline of said alley,
N21°46'58"W, 30.68 feet to the Point of Beginning.

INDIAN ROCKS BEACH, FLORIDA

EXHIBIT "A"

FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

Kathleen McDonald
3401 37th St. South
St. Petersburg, FL 33711

Marilyn Thornbury
3401 37th St. South
St. Petersburg, FL 33711

FILED
09 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR IDS CHEZ SOLEIL L.L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.


ROBERT W. HENDRICKSON, III

DATED: 3/31/99

FILED
99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MANATEE

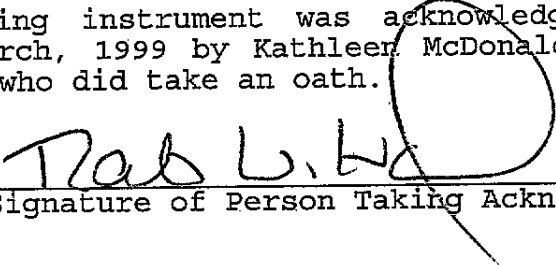
BEFORE ME, the undersigned authority, personally appeared Kathleen McDonald, who, being first duly sworn, deposes and says that:

1. Affiant is a Member of IDS Chez Soleil L.L.C., and has personal knowledge of the matters set forth herein.
2. IDS Chez Soleil L.L.C., has at least two (2) Members.
3. The amount of current and anticipated capital contributions to the Company made or to be made by the Members is \$100,000.00, all of which shall be made in cash.
4. Further Affiant sayeth not.



 Kathleen McDonald

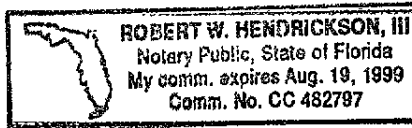
31st The foregoing instrument was acknowledged before me this day of March, 1999 by Kathleen McDonald who is personally known to me and who did take an oath.



 Signature of Person Taking Acknowledgment

 Name of Acknowledger Typed, Printed or Stamped

My commission expires:



FILED
 99 APR -5 PM 5:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA