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COST LIMIT : \$ PREPAID

ORDER DATE : April 8, 1999

ORDER TIME : 1:08 PM

ORDER NO. : 198359-005

CUSTOMER NO: 11102A

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****337.50 ****337.50

CUSTOMER: Ivan M. Lefkowitz, Esq
LEFKOWITZ & BLAHER, P.A.
LEFKOWITZ & BLAHER, P.A.
430 North Mills Avenue

Orlando, FL 32803

DOMESTIC FILING

NAME: O.C.E. THREE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
Name 4/9/99 PLAIN STAMPED COPY
Availability Doc CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Jeanine Reynolds

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DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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LEFKOWITZ & BLOOM, P.A.

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MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS
♦ MASTER OF LAWS IN TAXATION

April 7, 1999

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

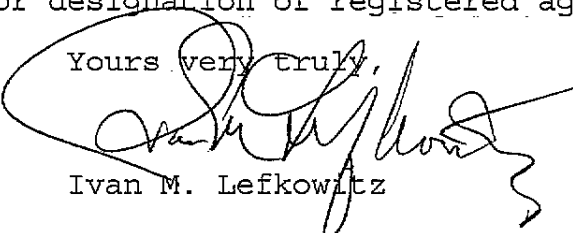
Re: O.C.E. Three, L.L.C.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,


Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Mr. Howard Lefkowitz

**ARTICLES OF ORGANIZATION
OF
O.C.E. THREE, L.L.C.**

The undersigned certifies that he is establishing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be:

O.C.E. THREE, L.L.C.

The mailing address and street address of its principal place of business is:

1900 Summit Tower Boulevard
Suite 260
Orlando, Florida 32810

**ARTICLE II
DURATION**

The period of this Company's duration is perpetual, beginning with the date of filing with the Secretary of State of Florida.

**ARTICLE III
MANAGEMENT**

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by one (1) manager. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers until the first annual meeting of members or until successors are elected and qualified are as follows:

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<u>Names</u>	<u>Addresses</u>
HOWARD B. LEFKOWITZ	1900 Summit Tower Boulevard Suite 260 Orlando, Florida 32810

ARTICLE IV
MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 100 units of Class A interests and 9900 units of Class B interests. Each unit of ownership interest shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or Regulations of the Company. Voting on matters on which both classes are entitled to vote shall be by vote of the membership interests as a whole and not by class.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 51% of the Class A member interests of the Company.

ARTICLE VI
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company. This Company may be dissolved by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

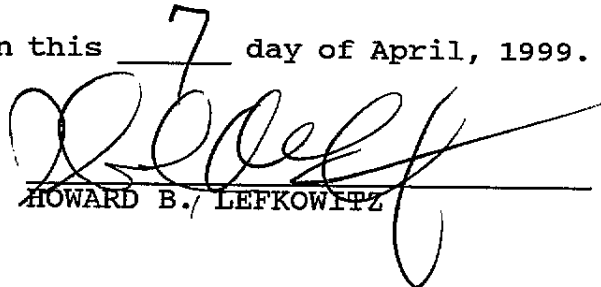
The name and street address of the initial registered agent and office for this Company is as follows:

Howard B. Lefkowitz
1900 Summit Tower Boulevard
Suite 260
Orlando, Florida 32810

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

Executed by the undersigned on this 7 day of April, 1999.

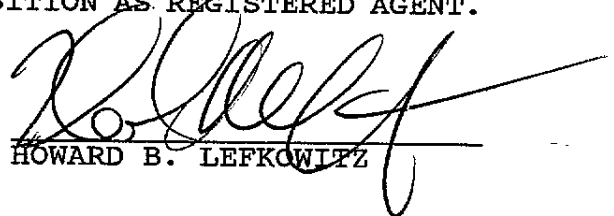


HOWARD B. LEFKOWITZ

ACCEPTANCE OF 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, 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.

Date: 4/7, 1999



HOWARD B. LEFKOWITZ

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
PURSUANT TO F.S. § 608.407**

State of Florida)
County of Orange)

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Before the undersigned authority personally appeared HOWARD B. LEFKOWITZ, a member of O.C.E. THREE, L.L.C., who on oath says:

1. That he is a member of O.C.E. THREE, L.L.C.
2. That O.C.E. THREE, L.L.C., has at least two members.
3. The total amount of initial cash contributed by the members is \$200,000.00.
4. If any, the agreed value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is \$200,000.00. This total includes the amounts from paragraphs 3 and 4 above.

Further affiant sayeth naught.



HOWARD B. LEFKOWITZ

Sworn to and subscribed before me this 7th day of April, 1999, by HOWARD B. LEFKOWITZ, on behalf of O.C.E. THREE, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.



Mary Van Leuven
My Commission CC788492
Expires November 5, 2002



Notary Public
My Commission expires: