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PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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April 9, 1999

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OUR FILE NO.

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Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002841643--3

-04/16/99-01033-002

****285.00 ****285.00

Re: First Commercial Capital Fund I, L.L.C.

Dear Gentlemen:

I have enclosed the following documents relating to the formation of the above-named entity:

- (1) Articles of Organization;
- (2) Designation of Registered Agent; and
- (3) A check made payable to "Florida Department of State" in the amount of \$285.00 to cover the required filing fees.

Please file the required forms expeditiously. If you have any questions, please contact me at (404) 815-2279.

Sincerely,



Michael D. Haun

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

MDH:/dh
Enclosures

cc: John Wanamaker

Name	Availability
Document	Examiner
Updater	
Verifier	
Acknowledgement	
P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 PM 2:36

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 PM 2:36

ARTICLE I - NAME

The name of the Limited Liability Company is:

FIRST COMMERCIAL CAPITAL FUND I, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

760 S. Volusia Avenue
Orange City, Florida 32763
Attn: John Wanamaker, CCIM

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 manager and the name and address of such manager who is to serve as manager is:

John Wanamaker
760 S. Volusia Avenue
Orange City, Florida 32763

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

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

The admission of any additional member shall be conditioned upon:

- (1) the consent of all the members; and

- (2) the execution and delivery by such additional members of such instruments, in form and substance reasonably satisfactory to the manager, the members deem necessary or desirable to cause such person to be bound by the terms and provisions of the limited liability company's operating agreement.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

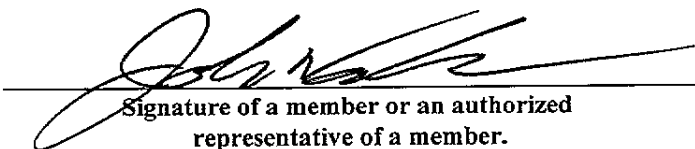
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The limited liability company shall continue 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. No consent is needed from the remaining members to continue the business.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of FIRST COMMERCIAL CAPITAL FUND I, L.L.C. certifies:

- | | | | |
|----|---|-------|-----------|
| 1. | the above-named limited liability company has at least one member | _____ | |
| 2. | the total amount of cash contributed by the members is | _____ | \$ 300.00 |
| 3. | if any, the agreed value of property other than cash contributed by members is and | _____ | \$ -0- |
| 4. | the total amount of cash and property contributed and anticipated to be contributed by members is | _____ | \$ 300.00 |



Signature of a member or an authorized
representative of a member.

(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.)

John Wanamaker
Typed or printed name of signee


**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FIRST COMMERCIAL CAPITAL FUND I, L.L.C.
2. The name and the Florida street address of the registered agent are:

John Wanamaker
760 S. Volusia Avenue
Orange City, Florida 32763

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.


JOHN WANAMAKER