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May 4, 1999

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

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-05/05/99--01083--013
****337.50 ****337.50

Re: Articles of Incorporation of **PRA OF SANFORD, L.L.C.**

Dear Clerk:

Enclosed please find this firm's trust account check in the amount of \$337.50 covering the filing fees in the above referenced matter as follows:

\$250.00	Filing Fee
\$ 35.00	Designation of Registered Agent Fee
\$ 52.50	Certified Copy of Articles of Incorporation Fee

Enclosed is a copy of the Articles of Incorporation for conforming and return to this office in the enclosed return envelope. If you have any questions concerning this matter please do not hesitate to contact me.

Very truly yours,

GEORGE B. WALLACE, ESQ., P.A.

To Avoid Delay, Typed and
Forwarded in Absence of Attorney

George B. Wallace, Esquire

GBW/ddl

Enclosures

cc. Joseph Pacetti, President
PRA Development

FILED
99 MAY -5 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
205/5/99

**ARTICLES OF ORGANIZATION
OF
PRA AT SANFORD, L.L.C.**

FILED
99 MAY -5 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **PRA AT SANFORD, L.L.C.** ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: **111 S. Independence Mail East, Bourse Building, Suite 100, Philadelphia, P.A. 19106.**

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is **George B. Wallace, 413 West First Street, Sanford, Florida 32771**

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the

company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

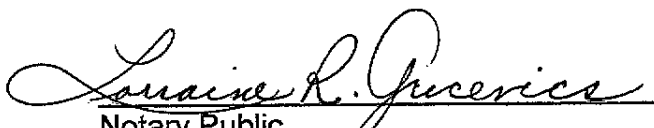
ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is: **PRA DEVELOPMENT & MANAGEMENT CORPORATION, Bourse Building, Suite 100, 111 South Independence Mall East, Philadelphia, PA 19106**

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Philadelphia, Pennsylvania, on this 3RD day of MAY, 1999.

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Sworn to and subscribed before me this 3RD day of MAY, 1999, by JOSEPH PACITTI, who [X] is personally known to me or [] who has produced _____ as identification and who did/did not take an oath.


Notary Public
State of Pennsylvania at Large
My Commission Expires:

(Seal)

CERTIFICATE DESIGNATING 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 in designating the registered office and registered agent, in the State of Florida

1. The name of the limited liability company is:

PRA AT SANFORD, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

George B. Wallace
413 West First Street
Sanford, Florida 32771



JOSEPH PACITTI

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of my position as registered agent.

By: 

George B. Wallace, Registered Agent

Dated: 5/4, 1999.

FILED

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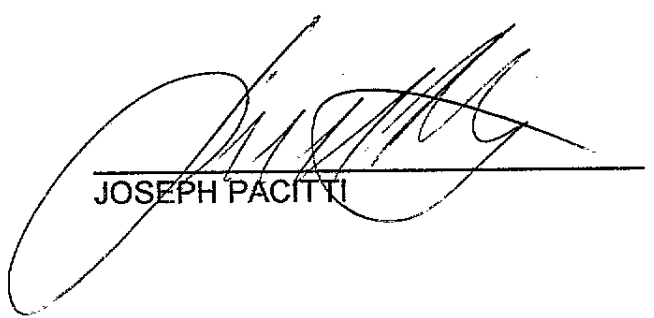
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EXHIBIT "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PRA OF SANFORD, 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 member is: | <u>\$100.00</u> |
| 3) | if any, the agreed value of property other than cash contributed by member(s) is: | <u>\$ -0-</u> |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by member(s) is: | <u>\$ 100.00</u> |



JOSEPH PACITTI

(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.)

FILED
99 MAY -5 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA