

L99000002663

**CORPORATE
ACCESS,
INC.**

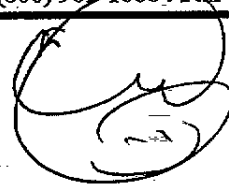
236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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5/11/99



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LLC

1.) Continental Group Properties, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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99 MAY 11 AM 11:00
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4 pages

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

CONTINENTAL GROUP PROPERTIES, L.L.C.

ARTICLE II - Address:

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

7655 E. Wing Shadow
Scottsdale Arizona 85255

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 the name(s) and address(es) of which are:

John M. Lupypciw
J.C. Continental Properties, Inc.
7655 E. Wing Shadow
Scottsdale Arizona 85255

ARTICLE V - Admission of Additional Members:

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

Admission shall require consent of
majority of members and the
manager.

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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:

Consent of majority of members and
manager to continue.

ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of Continental Group Properties, L.L.C. certifies:

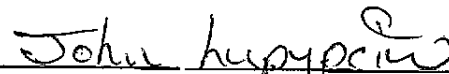
1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$100
3. if any, the agreed value of property other than cash contributed by member(s) is -0-

(A description of the property is attached and made a part hereto.); and

4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$100


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.)


Typed or printed name of signee

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**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:

CONTINENTAL GROUP PROPERTIES, L.L.C.

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

Robert M. Wolf, P.A.
33 SE 4th Street, Suite 102
Boca Raton, FL 33432

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.

ROBERT M WOLF, P.A.

By Robert M Wolf, Pres

Signature

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