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*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

May 19, 1999

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

800002883918--3
-05/24/99--01082--003
****137.50 ****137.50

RE: Omega Leasing, L.L.C.

Dear Sir/Madam:

800002883918--3
-05/24/99--01082--004
****200.00 ****200.00

Enclosed please find the following original documents for filing:

1. Articles of Organization of Omega Leasing, L.L.C.
2. Affidavit of Organization
3. Acceptance of Registered Agent

I am also enclosing this firm's check in the amount of \$337.50 for the payment of same.

Please forward the certified copy of the Articles to the undersigned at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

M. Garavaglia
Michael J. Garavaglia

MJG:jlw
Enclosures

99 JUN -7 PM 5:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-3258

Name	Je 6-8
Availability	Je
Document Examiner	Je
Updater	Je
Updater Verifier	Je
Acknowledgment	Je
W. P. Verifier	Je



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 1999

MICHAEL J. GARVAGLIA
COLLINS, BROWN, CALDWELL BARKETT
P.O. BOX 64-3686
VERO BEACH, FL 32964-3686

SUBJECT: OMEGA LEASING, L.L.C.
Ref. Number: W99000012195

We have received your document for OMEGA LEASING, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 099A00028830

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
OMEGA LEASING, L.L.C.
A Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be OMEGA LEASING, L.L.C., and its principal place of business shall be in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise

all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of FOUR THOUSAND NINE HUNDRED FIFTY AND NO/100 DOLLARS (\$4950.00) in cash shall be paid to the limited liability company by SIX SISTERS PLANTATION, INC. and capital contributions in the amount of FIFTY AND NO/100 DOLLARS (\$50.00) in cash shall be paid to the limited liability company by JOSEPH D. JUDGE, JR. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV

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PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to their pro rata share of the net profits based on their respective contributions to capital arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall have perpetual existence.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

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TALLAHASSEE, FLORIDA

The principal office of this limited liability company shall be at 2581 N.W. 36th Street, Boca Raton, County of Palm Beach, State of Florida. The mailing address is 2581 N.W. 36th Street, Boca Raton, FL 33434.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by the following two (2) Managers. The names and addresses of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Six Sisters Plantation, Inc.
2581 N.W. 36th Street
Boca Raton, FL 33434

Joseph D. Judge, Jr.
2581 N.W. 36th Street
Boca Raton, FL 33434

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PALM BEACH, FLORIDA

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is 2581 N.W. 36th Street, Boca Raton, County of Palm Beach, State of Florida, and the name of its initial registered agent at such address is JOSEPH D. JUDGE, JR.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Upon 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 limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of OMEGA LEASING, L.L.C.

Executed by the undersigned at Vero Beach, Florida on May 13, 1999.

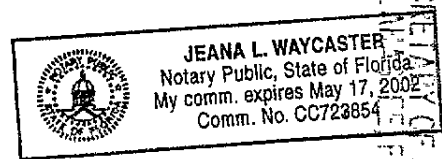
SIX SISTERS PLANTATION, INC.

By: Joseph D. Judge, Jr.
Joseph D. Judge, Jr., President
Joseph D. Judge, Jr.
Joseph D. Judge, Jr.

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 13th day of May, 1999, by JOSEPH D. JUDGE, JR., Individually and as President of SIX SISTERS PLANTATION, INC., who is personally known to me or who has produced _____ as identification.

Jeana L. Waycaster
Notary Public
Name: Jeana L. Waycaster
State of Florida at Large
My Commission expires: 5-17-2002



AFFIDAVIT
OF ORGANIZATION
OMEGA LEASING, L.L.C.
a Florida Limited Liability Company

COMES NOW the undersigned, a member of **OMEGA LEASING, L.L.C.**, a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least two (2) Members:

Joseph D. Judge, Jr., President
Six Sisters Plantation, Inc.
2581 N.W. 36th Street
Boca Raton, FL 33434

Joseph D. Judge, Jr.
2581 N.W. 36th Street
Boca Raton, FL 33434

Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to FIVE THOUSAND AND NO/100 DOLLARS (\$5,000.00).

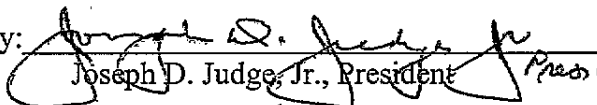
3. The agreed value of property other than cash contributed by the Members to the Company is (\$0.00).

4. The total amount of cash and other property anticipated to be contributed to the Company is (\$0.00).

IN WITNESS WHEREOF, I set my hand and seal this 13th day of May, 1999.

SIX SISTERS PLANTATION, INC.

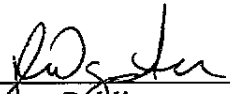
By:


Joseph D. Judge, Jr., President

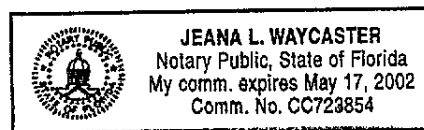
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 13th day of May, 1999, by JOSEPH D. JUDGE, JR., as President of SIX SISTERS PLANTATION, INC., who is personally known to me or who has produced _____ as identification.



Notary Public
Name: Jeana L. Waycaster
State of Florida at Large
My Commission expires: 5-17-2002




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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

JOSEPH D. JUDGE, JR., an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

OMEGA LEASING, L.L.C.

is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

By: 
JOSEPH D. JUDGE, JR.

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