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LIMITED LIABILITY COMPANY

SOUTHERN ENVIRONMENTAL LANDS, L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 1999

BROAD AND CASSEL

SUBJECT: SOUTHERN ENVIRONMENTAL LANDS, L.C.
REF: W99000013403

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must include the statement "the company has at least one member".,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF ORGANIZATION**OF****SOUTHERN ENVIRONMENTAL LANDS, L.C.**

The undersigned acting as the organizer of SOUTHERN ENVIRONMENTAL LANDS, L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is SOUTHERN ENVIRONMENTAL LANDS, L.C., a Florida limited liability company (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 393 Whooping Loop, Suite 1405, Altamonte Springs, Florida 32701.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members and the names and addresses of the Managing Members are:

<u>Name</u>	<u>Address</u>
Stuart N. Bradow	393 Whooping Loop, Suite 1405 Altamonte Springs, Florida 32701
John N. Atkins	393 Whooping Loop, Suite 1405 Altamonte Springs, Florida 32701

Upon unanimous vote of the Members, the Company may be managed by a Manager, who shall be elected as described in the Regulations.

Attorney Name: F. Vernon Bennett
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 833-4200
Florida Bar No.: 141167

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ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Stuart N. Bradow and the street address of the Company's initial registered office is 393 Whooping Loop, Suite 1405, Altamonte Springs, Florida 32701.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.



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Facsimile Audit No. H99000013899 2**ARTICLE X – Continuation of Business:**

Unless dissolved in accordance with the Company's Regulations, the remaining members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 31st day of May 1999.


Stuart N. Bradow, Member
John N. Atkins, Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

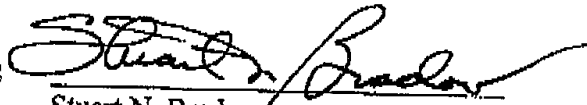
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SOUTHERN ENVIRONMENTAL LANDS, L.C.

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

Stuart N. Bradow
393 Whooping Loop, Suite 1405
Altamonte Springs, Florida 32701

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.

By: 
Stuart N. Bradow

Dated this 31st day of May, 1999.

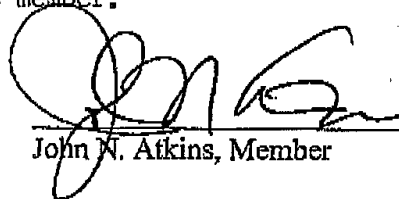
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

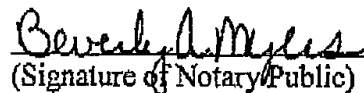
The undersigned member of Southern Environmental Lands, L.C., a Florida limited liability company deposes and says:

1. The total amount of cash contributed by the members is \$1,000.00.
2. The agreed value of property other than cash contributed by the members is \$0.
3. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from paragraphs 1 and 2 above.
4. The company has at least one member.


John N. Atkins, Member

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was sworn to and acknowledged before me this 31st day of May, 1999, by John N. Atkins, a Member of Southern Environmental Lands, L.C., a Florida limited liability company, and who is personally known to me and who did take an oath.


(Signature of Notary Public)

Beverly A. Myers
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC811003
My commission expires:



Beverly A. Myers
My Commission CC811023
Expires June 29, 2001