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LAW OFFICES

THOMAS J. WOOLLEY, JR.

PROFESSIONAL ASSOCIATION

FIRST FINANCIAL PLAZA, SUITE 408

639 EAST OCEAN AVENUE

BOYNTON BEACH, FLORIDA 33435

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June 15, 1999

Honorable Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: C.T.C. Properties, L.C.

Dear Sir/Madam:

Enclosed kindly find the original and a copy of the Articles of Organization for the above-named limited liability company together with my check in the amount of \$285.00 representing the filing fee.

Please forward a copy of the Articles to this office after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
OF
C.T.C. PROPERTIES, L.C.**

We, the undersigned, as organizers of a limited liability company under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is C.T.C. PROPERTIES, L.C.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is P.O. Box 1208, Boca Raton, Florida 33429, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Thomas J. Woolley, Jr., Esquire, and the street address is 6399 E. Ocean Avenue, Suite 408, Boynton Beach, Florida 33435.

ARTICLE V - MEMBERS

This limited liability company has three (3) members whose names and addresses are:

Richard E. Bowman
Route 1, Box 295
Delray Beach, FL 33446

Snow Realty & Construction, Inc.
P.O. Box 1208
Boca Raton, FL 33429

James W. Knight
740 Havana Drive
Boca Raton, FL 33487

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

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FLORIDA

The death, retirement, resignation, expulsion, bankruptcy of dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The names and addresses of the managing members are:

Richard E. Bowman
Route 1, Box 295
Delray Beach, FL 33446

Snow Realty & Construction, Inc.
P.O. Box 1208
Boca Raton, FL 33429

James W. Knight
740 Havana Drive
Boca Raton, FL 33487

ARTICLE VII - CONTRIBUTION

The initial capital contribution and the amount of cash contributed is \$1,000.00, and a description of property other than cash contributed by members is:

None.

The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from cash contributions and the agreed value of the property contributed.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 14th day of June, 1999.


RICHARD E. BOWMAN, Member

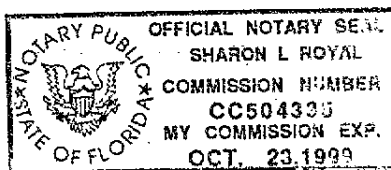
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STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME appeared Richard E. Bowman, who executed the foregoing Articles of Organization. The above named member is personally known to me and did not take an oath.

Sharon L. Royal
NOTARY PUBLIC

My commission expires:



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DIVISION OF RECORDS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

First that C.T.C. PROPERTIES, L.C., desiring to organize or qualify under the laws of the State of Florida, has named Thomas J. Woolley, Jr., Esquire, located at 639 E. Ocean Avenue, Suite 408, Boynton Beach, Florida 33435, as its agent to accept service of process within Florida.


RICHARD E. BOWMAN, Member

ACKNOWLEDGEMENT:

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


THOMAS J. WOOLLEY, JR., ESQUIRE

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of C.T.C. PROPERTIES, L.C., deposes and says:


1. The above named limited liability company has at least three (3) members.

2. The total amount of cash contributed by the members is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$0.00. A description of the property is as follows:

None

4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.


RICHARD E. BOWMAN, 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.

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DIVISION OF CORPORATE
REGISTRATION
99 JUN 18 AM 8:10