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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

NADIF OF WYNDHOLME, L.L.C.

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ARTICLES OF ORGANIZATION
OF
NADIF OF WYNDHOLME, L.L.C.

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ARTICLE I - Name

The name of the Limited Liability Company is NADIF OF WYNDHOLME, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Stuart C. Fisher, Trustee, P.O. Box 311, Palm Beach, Florida 33480.

ARTICLE III - Duration

The Company shall exist for a period of thirty (30) years from the date of filing these Articles of Organization, unless continued by the unanimous consent of all the members or unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its managing member (the "Managing Member"). The Managing Member shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managing Member shall also hold the office and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require the consent of a majority of the members. The name and address of the Managing Member who is to serve is as follows:

Stuart C. Fisher, Trustee
P.O. Box 311
Palm Beach, Florida 33480

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of all of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

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ARTICLE VI - Members Rights to Continue Business

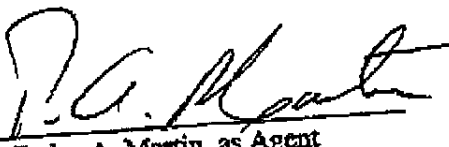
The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company; the remaining or surviving members may continue in the business of the Company provided that all of the remaining members agree to do so in writing.

ARTICLE VII - Registered Agent and Office

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Miami-Dade, State of Florida 33131, and the name of its initial registered agent at such office is Pedro A. Martin.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NADIF OF WYNDHOLME, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.


By: Pedro A. Martin, as Agent

Dated: July 1st 1999.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NADIF OF WYNDHOLME, L.L.C. deposes and says:

1. the above named Company has at least two 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.
4. the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This amount includes amount from 2 and 3 above.


 Signature of a member or authorized representative of a member
 Stuart C. Fisher, Trustee

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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