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LAW OFFICES
FEINSTEIN & SOROTA, P.A.
PENTHOUSE 4 - CITICENTRE
290 NORTHWEST 165TH STREET
MIAMI, FLORIDA 33169

TELEPHONE (305) 944-4777
FAX (305) 944-4888

MARK D. FEINSTEIN
ALAN M. SOROTA*
* ALSO ADMITTED IN COLORADO

June 29, 1999

Via Fedex: 808280369500

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

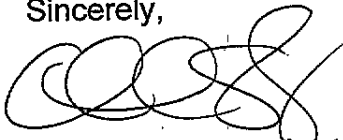
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***285.00 ***285.00

SUBJECT: The Direct Mail Group

Enclosed is an original and one (1) copy of the articles of incorporation and our firm's check #7884 in the amount of \$285.00 payable to the **Department of State** representing your Filing Fee and Certificate for the above-captioned incorporation.

In the event you have any questions, please feel free to contact the undersigned.

Sincerely,



Claudia Jonusas, Asst to
MARK D. FEINSTEIN

MDF:cj
Enclosures: As Noted

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ARTICLES OF ORGANIZATION

OF

ST. CLOUD LAND HOLDINGS, L.L.C., A LIMITED LIABILITY COMPANY

1. **Name.** The name of the limited liability company is St. Cloud Land Holdings, L.L.C.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the registered office of the limited liability company is 2790 N.W. 4th Street, Miami, FL 33125.
4. **Term.** Term of this L.L.C. shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members: Edwin H. Cole, 2783 N. Orange Blossom Trail, Kissimmee, FL 34744
John Gevers, 2783 N. Orange Blossom Trail, Kissimmee, FL 34744
Luisa Curiel (Trustee) 2790 NW 4th Street, Miami, FL 33125
Sherri Feinstein (Trustee) 18044 Jazz Lane, Boca Raton, FL 33496

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the L.L.C. upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the L.L.C., the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

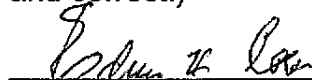
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9. **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

10. **Affidavit of Membership and Contribution.** The undersigned member or authorized representative of a member of certifies:

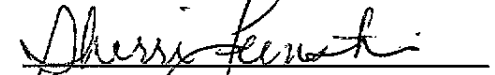
- a.) The above named limited liability company has at least one member;
- b.) The total amount of cash contributed by the member(s) is \$ 50,000.00
- c.) If any, the agreed value of property or services other than cash contributed by the member(s) is \$ 150,000.00
- d.) The total amount of cash and property contributed and anticipated to be contributed by the member(s) is \$ 200,000.00

(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 and correct.)


EDWIN H. COLE


JOHN C. GEVERS


LUISA O. CURIEL (TRUSTEE)

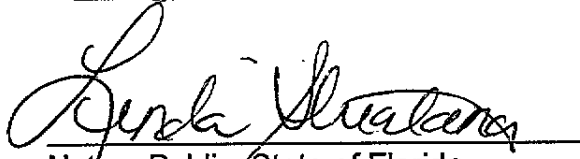

SHERRI FEINSTEIN (TRUSTEE)

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STATE OF FLORIDA)
) SS:
COUNTY OF Osceola)

BEFORE ME, the undersigned authority, personally appeared EDWIN H. COLE
of Lakemore FL who being duly sworn upon oath deposes and says that the
foregoing are true and correct to the best of his knowledge, information and belief.

SUBSCRIBED and SWORN to this 25 day of June, 1999.



Notary Public, State of Florida

Linda Strickland

Print, Type, or Stamp Commissioned
Name Of Notary Public

Personally Known _____
Produced Identification ✓
Type Of Identification ADL



Linda Strickland
My Commission CC580662
Expires Aug. 28, 2000

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STATE OF FLORIDA)
COUNTY OF Osceola) SS:

BEFORE ME, the undersigned authority, personally appeared JOHN C. GEVERS
of Kissimmee FL who being duly sworn upon oath deposes and says
that the foregoing is true and correct to the best of his knowledge, information and
belief.

SUBSCRIBED and SWORN to this 25 day of June, 1999.

Linda Strickland
Notary Public, State of Florida

Linda Strickland
Print, Type, or Stamp Commissioned
Name Of Notary Public

Personally Known _____
Produced Identification ✓
Type Of Identification FDL



Linda Strickland
My Commission CC580662
Expires Aug. 28, 2000

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STATE OF)
COUNTY OF Osceola) SS:

BEFORE ME, the undersigned authority, personally appeared LUISA O. CUIEL
(TRUSTEE) of Lissimnee A who being duly sworn upon oath deposes and
says that the foregoing is true and correct to the best of her knowledge, information
and belief.

SUBSCRIBED and SWORN to this 25th day of June, 1999.

Linda Strickland
Notary Public, State of Florida

Linda Strickland
Print, Type, or Stamp Commissioned
Name Of Notary Public

Personally Known _____
Produced Identification _____
Type Of Identification fid



Linda Strickland
My Commission CC580662
Expires Aug. 28, 2000

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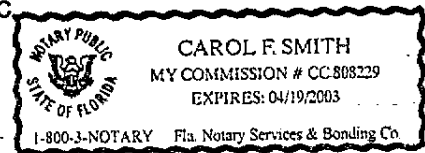
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SHERRI FEINSTEIN
(TRUSTEE) of _____ who being duly sworn upon oath deposes and
says that the foregoing is true and correct to the best of _____ knowledge, information
and belief.

SUBSCRIBED and SWORN to this 24th day of June, 1999.

Carol F. Smith
Notary Public, State of Florida

Print, Type, or Stamp Commissioned
Name Of Notary Public



Personally Known ✓
Produced Identification _____
Type Of Identification _____

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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 to designate a registered office and registered agent in the state of Florida.

1. **Name**. The name of the limited liability company is St. Cloud Land Holdings, L.L.C.
2. **Registered Office**. The address of the registered office of the limited liability company is 2790 NW 4th Street, Miami, FL 33125.
3. **Registered Agent**. Luisa Curiel, is appointed, and by her signature below accepts appointment, to act as the Registered agent of St. Cloud Land Holdings, L.L.C.


EDWIN H. COLE


LUIA O. CURIEL (TRUSTEE)


JOHN C. GEVERS


SHERRI FEINSTEIN (TRUSTEE)

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.


LUIA O. CURIEL

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