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WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

WILLIAM W. POUZAR
Of Counsel

June 29, 1999

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200002920852--5
-07/01/99--01059--008
*****215.00 *****215.00

Re: Articles of Organization for Puerto Bella, L.L.C. and Affidavit of Membership
and Contributions for Puerto Bella, L.L.C.

200002920852--5
-07/01/99--01059--009
*****78.75 *****78.75

Gentlemen:

Enclosed is the original and one copy of the Articles of Organization and Affidavit of Membership and Contributions for Puerto Bella, L.L.C., together with two checks for the total sum of \$293.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before June 30, 1999.

Once the Articles of Organization and Affidavit of Membership and Contributions for Puerto Bella, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Thomas Pisello

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR
PUERTA BELLA, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is PUERTA BELLA, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1000 South Delaney Avenue, Orlando, Florida 32806.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers who shall serve until their successors are elected and have qualified is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Thomas Pisello	Manager	1000 South Delaney Avenue Orlando, Florida 32806
Judy Robinet Pisello	Manager	1000 South Delaney Avenue Orlando, Florida 32806

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and

conditions of the admissions shall be with the affirmative vote of all Members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the 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 shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.


IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this 29th day of June, 1999.



Thomas Pisello, Manager

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Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 

William P. Weatherford, Jr.

Date: June 29, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR

PUERTA BELLA, L.L.C.

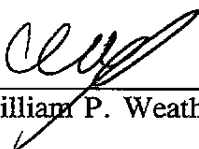
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned, personally appeared William P. Weatherford, Jr., authorized representative of a member of PUERTA BELLA, L.L.C., a Florida Limited Liability Company, who deposes and says, as follows:

1. The Limited Liability Company has one member.
2. The total amount of cash contributed by the member is the sum of \$1,000.00
3. The agreed value, if any, of property other than cash contributed by members is NONE.
4. The amount of cash or property anticipated to be contributed by members is the sum of \$1,000.00.

This total includes amounts from 2 and 3 above.

Dated June 21, 1999.



William P. Weatherford, Jr.

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.

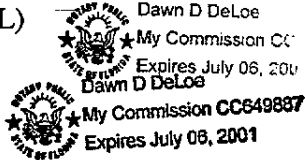
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STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority this 29th day of June, 1999, personally appeared William P. Weatherford, Jr., who is personally known to me or who has produced as identification and who did take an oath.

Dawn D. DeLoe
NOTARY PUBLIC

(SEAL)



Dawn D. DeLoe

(Type or Print Name of Notary)

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