

LAW OFFICES OF
BARRY A. DIAMOND, P.A.
CORAL SPRINGS COMMERCE CENTRE
9728 WEST SAMPLE ROAD • POST OFFICE BOX 9579
CORAL SPRINGS, FLORIDA 33065
BROWARD: (954) 752-5000 • FAX (954) 752-5558

L99000004307

July 9, 1999

VIA AIRBORNE EXPRESS

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Organization**

Gentlemen:

Enclosed herewith, in duplicate, please find Articles of Organization for the following new Limited Liability Company:

ACC PROPERTIES, LLC

900002929369--4
-07/12/99-01140-004
****285.00 ****285.00

Also enclosed is our check in the amount of \$285.00 for filing the Articles of Incorporation and a copy to be returned to the undersigned at the above-referenced address in the pre-addressed Airborne Express package as time is of the essence.

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

Very truly yours,

BARRY A. DIAMOND

BD/paw

encls.

L99-4307

Name	OK
Availability	OK
Document	OK
Examination	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W.P. Verifier	OK

ARTICLES OF ORGANIZATION
OF
ACC PROPERTIES, LLC

99 JUL 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned hereby form and establish a Limited Liability Company pursuant to Chapter 608, Florida Statutes, as follows:

ARTICLE I

The name of this Limited Liability Company is ACC PROPERTIES, LLC.

ARTICLE II

This Limited Liability Company shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State unless sooner terminated as provided in any Operating Agreement for this Limited Liability Company.

ARTICLE III

The mailing address and street address of the principal place of business of this Limited Liability Company are both c/o DAVID PINCHEVSKY, C.P.A., 9728 West Sample Road, Coral Springs, Florida 33065. This Limited Liability Company may, at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Limited Liability Company are BARRY A. DIAMOND, ESQUIRE, 9728 West Sample Road, Coral Springs, Florida 33065.

ARTICLE V

This Limited Liability Company is to be managed by a manager, who is to serve as manager until the first annual meeting of the members of this Limited Liability Company or until his/her successors are elected and qualify. The name and mailing address of the initial managers are HARRY STEINBOK and JERRY VAUGHN both of c/o DAVID PINCHEVSKY, C.P.A., 9728 West Sample Road, Coral Springs, Florida 33065.

ARTICLE VI


Subject to any preemptive rights existing as of the date of execution of these Articles, additional members may be admitted to this Limited Liability Company upon

such terms and conditions as shall be established by the members of this Limited Liability Company.

ARTICLE VII

Subject to the terms of any Operating Agreement of this Limited Liability Company, the business of this Limited Liability Company shall 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 this Limited Liability Company.

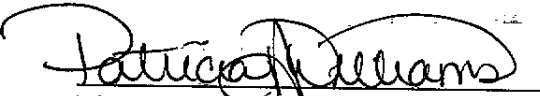
IN WITNESS WHEREOF, the undersigned has subscribed and acknowledged these Articles of Organization at Coral Springs, Broward County, Florida, this 9th day of July, 1999.


BARRY A. DIAMOND, ESQUIRE
Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th day of July, 1999, by BARRY A. DIAMOND, who (is personally known to me/has produced _____ as identification) and who (did/did not) take an oath.

(SEAL)


Please Print Name: _____

Notary Public, State of Florida at Large
Serial No. (if any): _____



PATRICIA A WILLIAMS
My Commission CC4045805
Expires Sep. 11, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 12 PM 5:00

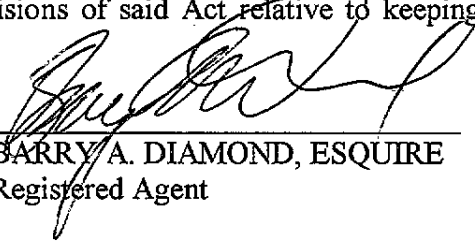
FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of section 608.407, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, the Limited Liability Company, ACC PROPERTIES, LLC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at the City of Coral Springs, State of Florida, has named BARRY A. DIAMOND, ESQUIRE, located at 9728 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Limited Liability Company, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BARRY A. DIAMOND, ESQUIRE
Registered Agent

B070999e

FILED
99 JUL 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared BARRY A. DIAMOND, ESQUIRE, and after being first duly sworn, deposes and says as follows:

1. That he is the subscriber to the Articles of Organization for ACC PROPERTIES, LLC.
2. That said Limited Liability Company has at least one member.
3. That the actual amount of cash contributions to date which have been made to said Limited Liability Company is \$0.00.
5. That the total amount of cash or property anticipated to be contributed by the Members of said Limited Liability Company is \$450,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

IN WITNESS WHEREOF, Affiant has hereunto set his hand and seal this 9th day of July, 1999.

Signed, sealed and delivered
in the presence of us:

Patricia Williams

Nicole Casan

Barry A. Diamond
BARRY A. DIAMOND, ESQUIRE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th day of July, 1999 by BARRY A. DIAMOND, ESQUIRE, who (is personally known to me/has produced _____ as identification) and who (did/did not) take an oath.

(SEAL)

Patricia Williams

Please Print Name: _____

Notary Public, State of Florida at Large
Serial No. (if any): _____

PATRICIA A WILLIAMS
My Commission Expires
Expires Sep. 11, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 12 PM 5:00

FILED