

**CORPORATE
ACCESS,
INC.**

L99000004529

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/26/99 11:00 *BT (i)*

CERTIFIED COPY

CUS

X PHOTO COPY

X FILING

LLC

1.)

Ashton Ventures, L.L.C.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

400002941304--0

-07/26/99--01108--027

****285.00 ****285.00

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

FILED
99 JUL 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

47-2699

SPECIAL INSTRUCTIONS

RECEIVED
99 JUL 26 PM 12:07
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

**ARTICLES OF ORGANIZATION
OF
ASHTON VENTURES, L.L.C.**

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "Company") pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), as follows:

Article 1. Name. The name of the Company is:

ASHTON VENTURES, L.L.C.

Article 2. Initial Registered Office and Agent. The street address of the initial registered office of the Company is 1745 West Fletcher Avenue, Tampa, Florida 33612, and the name of its initial Registered Agent at such address is Mitchell F. Rice.

Article 3. Managing Members. The business and affairs of the Company shall be managed by a Board of Managers. The names and addresses of the Managing Members are:

Mitchell F. Rice
1745 W. Fletcher Avenue
Tampa, Florida 33612

and

Sergio Delgado
770 Ponce de Leon Blvd., #207
Coral Gables, Florida 33134

Article 4. Mailing Address. The mailing address and principal place of business of the Company is:

1745 W. Fletcher Avenue
Tampa, Florida 33612

Article 5. Recordkeeping Office. The address of the office where the records of the Company are kept is:

1745 W. Fletcher Avenue
Tampa, Florida 33612

FILED
99 JUL 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6. Duration. The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue until December 31, 2036, unless sooner terminated pursuant to its regulations or law.

Article 7. Admission of Additional Members. The Company shall have the right to admit additional Members upon approval of the Board of Managers.

Article 8. Members Right to Continue Business. The Company shall cease to do business upon the death, retirement, or insanity of the last remaining Member of the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company, signs these Articles on July 23rd, 1999.



Mitchell F. Rice

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited liability company at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 23, 1999.



Mitchell F. Rice

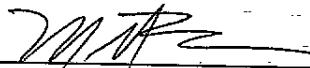
FILED
99 JUL 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of **ASHTON VENTURES, L.L.C.** (the "**Company**") deposes and says:

1. The Company has at least one (1) member.
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 None
4. The amount of cash or property anticipated to be contributed by Members is None
5. The total amount of 2, 3 and 4 is \$ 1,000.00

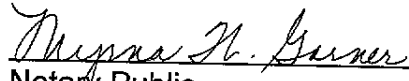
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit by a Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Mitchell F. Rice

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Affidavit was acknowledged before me this 23rd day of July, 1999, by Mitchell F. Rice, who is personally known to me.



Notary Public

(seal)



Myrna W. Garner
MY COMMISSION # CC779363 EXPIRES
September 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
99 JUL 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA