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LIMITED LIABILITY COMPANY
Falkenburg Development Company L.L.C.

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**ARTICLES OF ORGANIZATION OF
FALKENBURG DEVELOPMENT COMPANY L.L.C.**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

FALKENBURG DEVELOPMENT COMPANY L.L.C.

(hereafter, the "Company").

ARTICLE 2

Duration

The Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue until its dissolution in accordance with these Articles of Organization or the Act.

ARTICLE 3

Mailing Address and Principal Office

The mailing address of the Company and the street address of its principal office is c/o Craig E. Behrenfeld, 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this Company at that address is Craig E. Behrenfeld.

ARTICLE 5

Additional Members

The members of the Company may admit additional members, but only upon the written consent of all of the members.

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Craig E. Behrenfeld, Esq.
Florida Bar No. 964750
601 Bayshore Boulevard, Suite 700
Tampa, FL 33606
(813) 253-2020

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ARTICLE 6
Right to Continue After Dissolution

The death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, shall not cause the dissolution of the Company provided that there is at least one (1) remaining member at the time of such event.

ARTICLE 7
Management of the Company

The management of the Company is reserved to a manager who shall be appointed by, and shall serve at the pleasure of, the members of the Company. The Company shall be managed in accordance with the regulations adopted by the members. The name and address of the initial manager of the Company is:

Wayne Moseley
819 Bayshore Boulevard
Tampa, Florida 33606

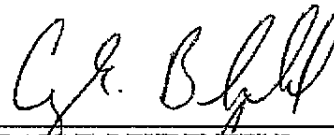
ARTICLE 8
Regulations

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE 9
Indemnification

This Company shall indemnify any member or manager, or any former member or manager, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of July, 1999.



CRAIG E. BEHRENFELD, as authorized
representative of the sole member of
Falkenburg Development Company L.L.C.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
FALKENBURG DEVELOPMENT COMPANY L.L.C.**


Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Falkenburg Development Company L.L.C.
2. The name and address of the registered agent and office is:

Craig E. Behrenfeld
601 Bayshore Boulevard
Suite 700
Tampa, Florida 33606

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.

Dated: July 27, 1999



CRAIG E. BEHRENFELD

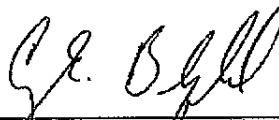
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
FALKENBURG DEVELOPMENT COMPANY L.L.C.**

The undersigned authorized representative of the sole member of Falkenburg Development Company L.L.C., a Florida limited liability company (the "Company"), deposes and says:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is: \$ 500,000.00.
3. If any, the agreed value of property other than cash contributed by the member(s) is: \$0.
4. The total amount of additional cash or property anticipated to be contributed by the member(s) is: \$0.
5. The total amounts of lines 2, 3 and 4 is \$ 500,000.00.

Dated this 27th day of July, 1999.



CRAIG E. BEHRENFELD, as authorized
representative of the sole member of
Falkenburg Development Company L.L.C.