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RICHARD L. PEARSE, JR., P.A.

RICHARD L. PEARSE, JR.

DEBRA A. BERGERON,
LEGAL ASSISTANT

814 CHESTNUT STREET
CLEARWATER, FLORIDA 33756

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ELECTRONIC MAIL:
RLPEARSE@PEARSE.NET

July 21, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization of
JJT Land Ventures, L.C.

900002947919--4
-08/02/99--01136--012
****285.00 ****285.00

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Organization, Statement Designating Registered Agent, and Affidavit of Membership and Contribution for the referenced limited liability company. A check in the amount of \$285.00 is also enclosed for the filing fee.

Please return one certified copy of the Articles of Organization to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

Richard Pearse /db/

Richard L. Pearse, Jr.

RLP/dab

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION OF
JJT LAND VENTURES, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

Article 1. NAME AND PRINCIPAL PLACE OF BUSINESS. The name of the limited liability company shall be JJT LAND VENTURES, L.C., and its principal office shall be located at 327 Lotus Path, Clearwater, FL 33756, but it shall have the power and authority to establish branch offices at any other place within or without the State of Florida as the members may designate.

Article 2. PURPOSES AND POWERS. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1. To engage in any activity or business authorized under Chapter 608, FLA. STAT. (1997).

2.2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2.4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.7. The several provisions of this Article shall be construed as both purposes and powers of this limited liability company, and the statements contained in each provision shall, except as otherwise

expressed, be in no way limited or restricted by reference to or inference from the terms of any other provision hereof. The provisions of this Article shall be regarded as independent purposes and powers.

2.8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

Article 3. EXERCISE OF POWERS. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article 4. MANAGEMENT. This limited liability company shall be managed by one manager initially. The name and address of the person who shall serve until the first annual meeting of the members or until his successor is elected and qualified is: JEFFREY C. MITCHELL, 327 Lotus Path, Clearwater, FL 33756.

Article 5. MEMBERSHIP RESTRICTIONS.

5.1. Members shall have the right to admit new members by the written consent of two thirds of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

5.3. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members, provided that at least two members remain.

Article 6. CAPITAL CONTRIBUTIONS. Capital contributions in the value of \$200.00 shall be made to the limited liability company by the members as follows: JEFFREY C. MITCHELL shall pay to the limited liability company the sum of \$100.00 in cash. JUDY A. MITCHELL shall pay to the limited liability company the sum of \$100.00 in cash. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make future contributions in proportion to their relative capital account existing immediately prior to the time of making such future contribution unless all of the members consent to different proportions of future capital contribution.

Article 7. PROFITS AND LOSSES.

7.1. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

7.1.1. Fifty (50%) percent to JEFFREY C. MITCHELL.

7.1.2. Fifty (50%) percent to JUDY A. MITCHELL.

The distributive share of the profits shall be determined and paid to the members on or before January 31 of each year. A portion of the net profits of the company may be reserved for future operating expenses, capital improvements, security deposits or contingencies during each fiscal year, but such reserve shall not exceed 20% of the net profits of the company in any single fiscal year without the unanimous consent of the members.

Article 8. DURATION. This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article 9. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the limited liability company is 1239 S. Myrtle Avenue, Clearwater, FL 33756, and the name of the company's initial registered agent at that address is RICHARD L. PEARSE, JR.

Article 10. AMENDMENT OF ARTICLES OF ORGANIZATION. These Articles may be amended as provided in §608.411, FLA. STAT. (1997), PROVIDED HOWEVER, that no provision of these Articles providing a voting requirement of greater than a majority in interest of the members of the company may be altered, amended, or repealed except upon the action of the same interest of the members of the company required in the provision.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of JJT LAND VENTURES, L.C.

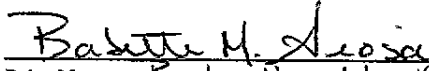
Executed by the undersigned at Clearwater, Pinellas County, Florida, on this July 14th, 1999.


JEFFREY C. MITCHELL


JUDY A. MITCHELL

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 14th day of July, 1999, by JEFFREY C. MITCHELL, who was personally known by me or who produced the following proof of his identity: Florida Driver License.


Print Name: Babette M. Aiosa
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:



Babette M Aiosa
My Commission CC688017
Expires October 12, 2001

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 14 day of July, 1999, by JUDY A. MITCHELL, who was personally known by me or who produced the following proof of her identity: Florida Driver License.

Darlene Ann Hunt

Print Name:

NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:

OFFICIAL NOTARY SEAL
DARLENE ANN HUNT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC673076
MY COMMISSION EXP. SEPT 7, 2001

99 AUG -2 AM 11:00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
FOR
JJT LAND VENTURES, L.C.

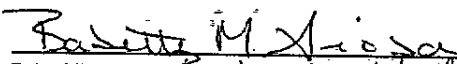
STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.

In compliance with §608.407(2), FLA. STAT. (1997), the undersigned member or authorized representative of a member of JJT LAND VENTURES, L.C., deposes and says:

1. The limited liability company identified above has at least one member.
2. The total amount of cash which has or will be contributed by the members is \$200.00
3. The agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes the amounts from paragraphs 2 and 3, above.


JEFFREY C. MITCHELL

14th The foregoing instrument was acknowledged, sworn to, and subscribed before me on this July 14th, 1999, by JEFFREY C. MITCHELL, who was personally known to me or who produced the following proof of his identity: Florida Driver License.


Print Name: Babette M. Alosa
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:



Babette M Alosa
My Commission CC688017
Expires October 12, 2001

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STATEMENT DESIGNATING REGISTERED AGENT
FOR
JJT LAND VENTURES, L.C.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.


Pursuant to the provisions of §§608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is JJT LAND VENTURES, L.C.
2. The name of the registered agent for JJT LAND VENTURES, L.C., is RICHARD L. PEARSE, JR., and the street address of the company's principal office where the agent is located is 1239 S. Myrtle Avenue, Clearwater, FL 33756.
3. This statement is to acknowledge that, as indicated above, JJT LAND VENTURES, L.C., has appointed me, RICHARD L. PEARSE, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 this 21st day of July, 1999.


RICHARD L. PEARSE, JR.

The foregoing instrument was acknowledged, sworn to, and subscribe before me on this July 21st, 1999, by RICHARD L. PEARSE, JR., who was personally known to me or who produced the following proof of his identity: Florida Driver License.


Print Name: _____
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires: _____



Debra A. Bergeron
MY COMMISSION # CC728538 EXPIRES
July 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

99 AUG - 2 11:00

FILED
NOTARY PUBLIC - STATE OF FLORIDA