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SUPLEE & SHEA, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, CPA
Norman J. Shea, III, CPA
Thomas R. Cramer, CPA
Joseph E. Rocklein, III, CPA

August 13, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To Whom It May Concern:

Enclosed please find Articles of Organization and check # 1135 in the amount of \$337.50
for the filing of the following new Florida limited liability corporation:

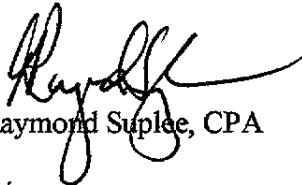
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APW ASSOCIATES, LLC

Thank you for your cooperation in this matter.

Sincerely,



T. Raymond Suplee, CPA

TRS/em
Encl.

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*****337.50 *****337.50

ARTICLES OF ORGANIZATION

OF

APW ASSOCIATES, LLC

The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

The name of this limited liability company shall be: APW ASSOCIATES, LLC

ARTICLE II

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:

1. To engage in any activity or business authorized under the Florida Statutes.
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.
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.

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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.

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 and 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.

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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed,

be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

The date this limited liability company's existence shall begin shall be as of the date of the filing of these Articles of Organization by the Secretary of State of Florida. The term for which this limited liability company shall exist shall be perpetual.

ARTICLE IV

The business of this limited liability company shall be conducted, carried on and managed by the Managing Member designated herein below, who shall serve until the first annual meeting or until his successor is elected and qualified. The name and address of the Managing Member is:

ALIX WEXLER

8552 HERON LAGOON CIR.

SARASOTA, FL 34242

ARTICLE V

Admission of additional members to this limited liability company shall be upon the consent of the majority in interest of the then existing members and payment of a capital contribution, in cash or property, to be determined at the time of such admission.

ARTICLE VI

The limited liability company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, but the remaining members upon the consent of a majority in interest shall have the right to continue the business of the limited liability company.

ARTICLE VII

The name and post office address of the original subscriber to these Articles of Organization is as follows:

ALIX WEXLER

8552 HERON LAGOON CIR.

SARASOTA, FL 34242

ARTICLE VIII

This limited liability company may in the manner provided by law restrict the transfer or encumbrance of any and all of a member's interest, including, without limitation, provisions for the transfer of any interest owned by retiring, bankruptcy, disabled or deceased members, or any member required to serve financial interests in this limited liability company.

ARTICLE IX

These Articles of Organization may be amended in the manner provided by law.

ARTICLE X

The initial post office address and the principal office for the conduct of business of this limited liability company is 8552 HERON LAGOON CIR., SARASOTA, FL 34242. The members of this limited liability company may from time to time move the principal office to

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other addresses in Florida. The name and address of the agent for service of process on this limited liability company is:

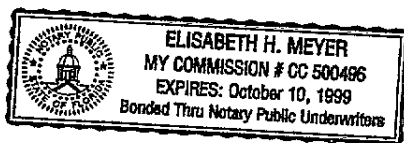
ALIX WEXLER
8552 HERON LAGOON CIR.
SARASOTA, FL 34242

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 13 day of August, 1999.

Alix Wexler

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13 day of August, 1999, by ALIX WEXLER, who is/are personally known to me or has/have produced Driver's License as identification and who did/did not take an oath.



Elisabeth H. Meyer
Notary Public

ELISABETH H. MEYER
(Print Name)

My Commission Expires: 10/10/99

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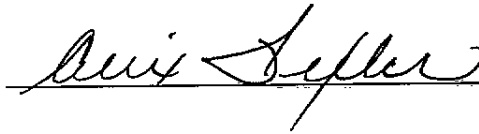
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA:**

1. The name of the limited liability company is: APW ASSOCIATES, LLC
2. The name and the Florida street address of the registered agent are:

ALIX WEXLER
8552 HERON LAGOON CIR.
SARASOTA, FL 34242.

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.



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

In compliance with Florida Statute Section 608.407(2), the undersigned member of APW ASSOCIATES, INC. deposes and says:

1. The limited liability company identified above has at least three (3) members.
2. The total amount of cash contributed by the members is \$ 18,720.00.
3. If any, 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 \$ 18,720.00. This total includes the amounts from 2 and 3 above.

[Signature]

The foregoing instrument was acknowledged before me this 13 day of August, 1999, by ALIX WEXLER, Managing Member, on behalf of APW ASSOCIATES, INC. He/She is personally known to me or have produced Driver's license as identification and who did/did not take an oath.

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[Signature]
Notary Public

ELISABETH H. MEYER
(Print Name)

My Commission Expires: 10/10/99