



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 348582 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 20, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 348582-010

CUSTOMER NO: 4724636

CUSTOMER: Larry B. Alexander, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

200002965672-3
-08/20/99-01067-023
****337.50 ****337.50

DOMESTIC FILING

NAME: MILITARY - PINE TRAIL L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

SL
8-20-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 21 PM 3:17

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 20 PM 12:06

RECEIVED

ARTICLES OF ORGANIZATION
OF
MILITARY - PINE TRAIL L.L.C.
A Florida Limited Liability Company

The undersigned hereby makes, subscribes, acknowledges and file these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be MILITARY - PINE TRAIL L.L.C.

ARTICLE II

Duration

The period of duration of this limited liability company shall be perpetual.

ARTICLE III

Initial Registered Office/Place of Business and Registered Agent

The initial Registered Office/Principal Place of Business and the mailing address of this limited liability company shall be 800 North Flagler Drive, West Palm Beach, Florida 33401. The initial registered office and the mailing address of this limited liability company shall be located at

99 JUL 21 PM 3:17
RECEIVED
TALLAHASSEE, FLORIDA

FILED

800 North Flagler Drive, West Palm Beach, Florida 33401, and the registered agent of this limited liability company at said address shall be Gerald Arsenault.

ARTICLE IV

Additional Members

Additional persons or entities may be admitted to the limited liability company as Members, and L.L.C. Interests may be issued to those additional members, upon the written consent of the holders of an aggregate of 51% or more of the L.L.C. Interests. "L.L.C. Interests" means an ownership interest in the L.L.C., as further defined in the Regulations of the L.L.C.

ARTICLE V

Continuation of Business

The L.L.C. shall be dissolved upon the occurrence of any of the following events: (a) the written consent of a 51% majority of the L.L.C. Interests; (b) 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, unless the business of the L.L.C. is continued by consent of a 51% majority of the remaining L.L.C. Interests within ninety (90) days of the occurrence of that event.

FILED
99 JUL 21 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Management

This limited liability company shall be managed by at least two (2) managers and the names _____
and addresses of the initial managers are:

Harry S. Hamilton
800 North Flagler Drive
West Palm Beach, Florida 33401

Gerald Arsenault
800 North Flagler Drive
West Palm Beach, Florida 33401

All instruments and documents providing for the acquisition, lease, mortgage or disposition _____
of property of the L.L.C., or indebtedness, or other contractual liabilities, executed in the name of _____
the L.L.C. shall be valid and binding upon the L.L.C., if they are executed by any one of the _____
managers, on behalf of the L.L.C.

ARTICLE VII

Amendment

This limited liability company reserves the right to amend, alter, change or repeal any _____
provision contained in these Articles of Organization in the manner now or hereafter prescribed by _____
law.

ARTICLE VIII

Commencement

This limited liability company shall commence its existence on August 19, 1999, at 9:00
a.m. and these Articles of Organization shall be filed with the Department of State of the State of
Florida, within five (5) business days after August 19, 1999.

FILED
99 JUL 21 PM 3:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Regulations

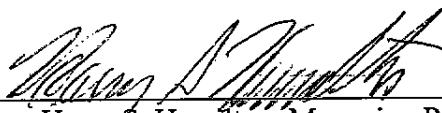
The Members of this limited liability company have adopted Regulations which contain provisions for the regulation and management of the affairs of this limited liability company and which set forth the relationships of the Members to one another, and contain restrictions upon the transfer of the L.L.C. Interest of each Member in this limited liability company.

IN WITNESS WHEREOF, the undersigned Member of this limited company has executed these Articles of Organization on the date shown below.

MEMBER:

PINE TRAIL PARTNERSHIP,
a Florida general partnership

By:


Harry S. Hamilton, Managing Partner

Date: August 19, 1999


FILED
99 JUL 21 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

MILITARY - PINE TRAIL L.L.C., desiring to organize under the laws of the State of
Florida, with its registered office as indicated in the Articles of Organization at 800 North Flagler
Drive, West Palm Beach, Florida 33401, has named Gerald Arsenault, located at said address, as
its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability
company at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to company with the provisions of all statutes relative to the proper and complete
performance of my duties.


Gerald Arsenault

FILED
99 JUL 21 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

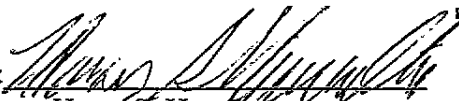
**AFFIDAVIT OF CAPITAL CONTRIBUTION
TO
MILITARY - PINE TRAIL L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, Harry S. Hamilton, the Managing Partner of Pine Trail Properties, a Member of Military - Pine Trail L.L.C., certifies:

1. This Affidavit is to accompany the Articles of Organization of the above-described limited liability company
2. The limited liability company has at least one member.
3. The amount of cash contributed by the Member is \$54,000.00. No other property has been contributed by the Member.
4. The total amount of cash and property contributed and anticipated to be contributed by the Member is Fifty-Four Thousand Dollars (\$54,000.00).

Dated this 19th day of August, 1999.

PINE TRAIL PROPERTIES, A FLORIDA
GENERAL PARTNERSHIP

By: 
Harry S. Hamilton,
Managing General Partner

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

FILED
99 JUL 21 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA