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September 16, 1999

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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RE: Filing Articles of Organization of The Martin Marquee Group, L.L.C.
Our File No.: MDI-3

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of The Martin Marquee Group, L.L.C., an Affidavit by the President of the Managing Member, and a check for the filing fee and certified copy in the amount of \$337.50.

Please date stamp and return the enclosed copy of the Articles for our records.

Sincerely,

J. Riddle

Jennifer Riddle, Legal Assistant to
David M. Jeffries

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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/jdr
enclosures
cc: Garnett Craig
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**ARTICLES OF ORGANIZATION
OF
THE MARTIN MARQUEE GROUP, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is THE MARTIN MARQUEE GROUP, L.L.C.
(the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until September 30, 2002, unless dissolved earlier due to: (a) the resignation, other withdrawal or removal of the managing member (as defined in the Company's Regulations); (b) a determination by the managing member that the Company should be dissolved, after receiving consent of a majority in interest of the non-managing members (as defined in the Company's Regulations); (c) the sale or other disposition by the Company of all or substantially all of its investments, unless the Company as part of the consideration for any such sale or other disposition, acquires a security interest in all or substantially all such investments; or (d) when required by law (each a

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TALLAHASSEE, FLORIDA

"Dissolving Event"). The dissolution shall be effective upon the occurrence of any of the above Dissolving Events without any further action required on the part of the Company or its members; provided that following the occurrence of Dissolving Event (a) above, the non-managing members of the Company may, in accordance with the Company's Regulations, elect to continue the business of the Company.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Regulations

The power to adopt, alter, amend or repeal Regulations governing the operation of the Company shall be vested in its members.

ARTICLE V

Mailing and Street Address: Initial Registered Agent

The Company's initial mailing and street address is 9420 Lazy Lane, Suite 313, Tampa, FL 33614 , and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Additional Members

The Company shall not admit a new member to the Company without the prior written consent of a majority in interest of the Company's non-managing members.

ARTICLE VII

Continuation of the Company

The Company shall not automatically terminate upon 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 the Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a managing member, the Company will automatically terminate, provided that the holders of a majority in interest of the non-managing members shall have the right to continue the business of the Company in accordance with the Company's Regulations.

ARTICLE VIII

Management of the Company

The Company shall be managed by its members and the initial managing member of the Company shall be:

E.T. Martin Construction, Inc., 9420 Lazy Lane, Suite 313, Tampa, FL 33614

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TALLAHASSEE, FLORIDA

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ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 14 day of September, 1999.

E.T. Martin Construction, Inc.,
Managing Member

By: [Signature]
Everett T. Martin, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

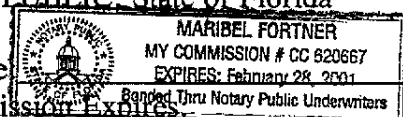
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 14 day of September 1999, by Everett T. Martin, as President of E.T. Martin Construction, Inc., who () is personally known to me or (☒) has produced 1635-218-63-093-8 as identification (check one).

[Signature]
NOTARY PUBLIC, State of Florida

at Large

Print Name


My Commission Expires



CERTIFICATE DESIGNATING
REGISTERED AGENT

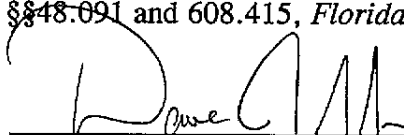
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, THE MARTIN MARQUEE GROUP, L. L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

E.T. Martin Construction, Inc.,
Managing Member

By: 
Everett T. Martin, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


David M. Jeffries

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, Everett T. Martin, being sworn, upon his oath deposes and says:

1. I am the President of E.T. Martin Construction, Inc., which is the managing member of The Martin Marquee Group, L.L.C., a Florida limited liability company (the "Company").


2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.

3. The Company has at least two members.

4. The Members have contributed a total of \$100 in capital to the Company.

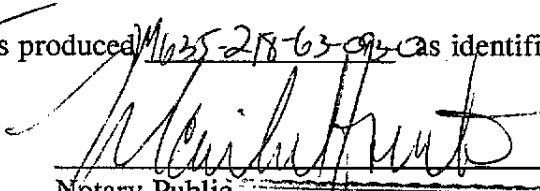
5. The total amount of the capital contributions anticipated to be contributed by the members is \$150,000.00.

E.T. Martin Construction, Inc.,
Managing Member

By: 
Everett T. Martin, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 19 day of September 1999, by Everett T. Martin, as President of E.T. Martin Construction, Inc., who () is personally known to me or (☒) has produced 1635-278-63-94 as identification (check one).


Notary Public

Print Name:

My commission expires

MARIBEL FORTNER

MY COMMISSION # CC 620667

EXPIRES: February 28, 2001

Notary Public Underwriters

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