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STACY L. MAGRUDER
ROGER W. LAJOIE, OF COUNSEL**

October 13, 1999

* MASTER OF LAWS IN TAXATION
** MASTER OF BUSINESS ADMINISTRATION

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

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-10/18/99--01111--010
***125.00 ***125.00

Re: D.E.H., L.L.C.

Gentlemen:

Enclosed please find the Articles of Organization of D.E.H., L.L.C. (a Florida Limited Liability Company), for filing with the Department of State, as well as the filing fee of \$125.00. Please return the enclosed copy stamped filed in the envelope provided.

Thank you in advance for your prompt attention to this matter.

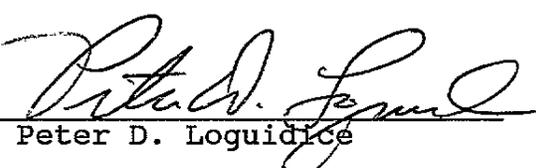
If you have any questions, please feel free to give me a call.

Kindest regards.

Very truly yours,

ROBIN A. LLOYD, SR. &
ASSOCIATES, P.A.

By


Peter D. Loguidice

PDL/cw
Enc.

cc: Mr. Derek E. Heath

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

ARTICLES OF ORGANIZATION
OF
D.E.H., L.L.C.
(a Florida Limited Liability Company)

The undersigned certifies that certain individuals have organized 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.

ARTICLE I
(Name and Principal Place of Business)

The name of the limited liability company is D.E.H., L.L.C., and the mailing address and street address of its principal office is Derek E. Heath, c/o D.E.H., L.C.C., 1380 Coventry Lane, Vero Beach, Florida 32967.

ARTICLE II
(Period of Duration)

The limited liability company shall come into existence upon the filing of the Articles of Organization with the Secretary of State, State of Florida, and shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles or the Operating Agreement of the limited liability company.

ARTICLE III
(Initial Registered Office and Registered Agent)

The mailing address of the registered office of the initial register agent is 3545 Ocean Drive, Suite 201, Vero Beach, Florida 32963. The name of the company's initial registered agent at that address is Peter D. Loguidice, Esq.

ARTICLE IV
(Membership Restrictions - Admissions)

Additional persons or entities may be admitted to the limited liability company as members

upon the unanimous consent of the current members and on such terms and conditions as determined by the members and in accordance with these Articles and the Operating Agreement of the limited liability company.

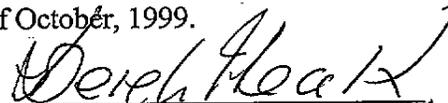
ARTICLE V
(Right to Continue Business)

On the death, withdrawal, 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 limited liability company, the remaining members shall have the right to continue the business on the consent of a majority (or all) of the remaining members within ninety (90) days of the terminating or dissolving event.

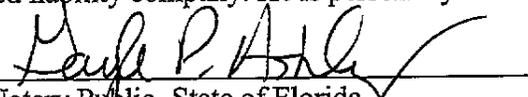
ARTICLE VI
(Management)

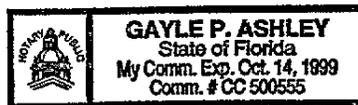
The limited liability company shall be managed by one (1) manager, except as otherwise provided in the Operating Agreement of the limited liability company. The name and address of the person who shall serve until the first annual meeting of members is as follows: Derek E. Heath, 1380 Coventry Lane, Vero Beach, Florida 32967.

IN WITNESS WHEREOF, the undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of D.E.H., L.L.C. Executed by the undersigned this 12 day of October, 1999.


Derek E. Heath

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Derek E. Heath on behalf of D.E.H., L.L.C., a limited liability company. He is personally known to me or provided a driver's license as identification.


Notary Public, State of Florida
My Commission Expires:



FILED STATE
SECRETARY OF CORPORATIONS
OCT 18 PM 2:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

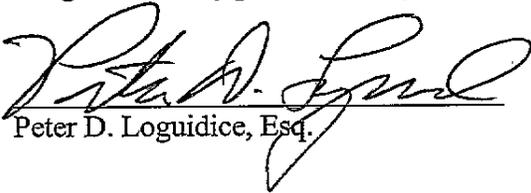
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

In accordance with Section 608.407(1)(c), Florida Statutes, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is D.E.H., L.L.C.

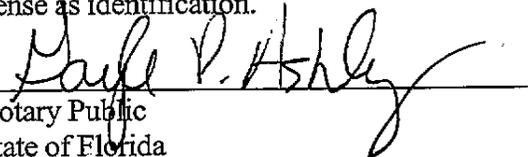
The name of the registered agent for D.E.H., L.L.C., is Peter D. Loguidice, Esq., and the street address of the office where the agent is located is 3545 Ocean Drive, Suite 201, Vero Beach, Florida 32963.

This statement is to acknowledge that, as indicated above, D.E.H., L.L.C., has appointed me, Peter D. Loguidice, Esq., 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 as provided for in Chapter 608, Florida Statutes.


Peter D. Loguidice, Esq.

October 12, 1999
Dated

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Peter D. Loguidice, Esq., on behalf of D.E.H., L.L.C., a limited liability company. He is personally known to me or has produced his driver's license as identification.


Notary Public
State of Florida
My Commission Expires:

