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PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

October 20, 1999

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-10/22/99--01060--002
****285.00 ****125.00

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

Re: Charcoal Works, LLC

Gentlemen:

I enclose herewith the original and one copy of the Articles of Organization for Florida limited liability company of Charcoal Works, LLC, as well as a check in the amount of \$285.00 as and for the filing fee for said Articles and Registered Agent Designation.

Please return the copy of Articles of Organization to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,

Bill Leonard

WILLIAM F. LEONARD
WFL/cb
Enclosures/Articles/check
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Name	WFL/cb
Available	10/22/99
Document	
Register	
Verifier	
W. R. Verifier	

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
CHARCOAL WORKS, L.L.C.

ARTICLE I. - Name:

The name of the Limited Liability Company is: CHARCOAL WORKS, L.L.C.

ARTICLE II. - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 520 North Ocean Boulevard, No. 12, Pompano Beach, Florida 33062.

ARTICLE III. - Duration:

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

Glenda Lou Church
520 North Ocean Boulevard, No. 12
Pompano Beach, Florida 33062

ARTICLE V. - Admission of Additional Members:

The right, if given, of the member to admit additional members and terms and conditions of the admissions shall be: Yes, there is a right to admit additional members.

ARTICLE VI. - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be: Yes, rights given.

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SECRETARY OF STATE
FLORIDA

The undersigned Incorporator has executed these Articles of Organization this 13 day of October 1999.

Glenda Lou Church
GLENDA LOU CHURCH, Member

STATE OF North Carolina
COUNTY OF Avery

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, GLENDA LOU CHURCH, who presented Florida Identification as identification and who executed the foregoing instrument, and acknowledged then and there before me that she executed said instrument for the purposes and reasons set out therein. 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.

WITNESS my hand and official seal this 13 day of Oct. 1999.

Hayden Goins
Notary Public

My Commission expires: April 4, 2002

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.

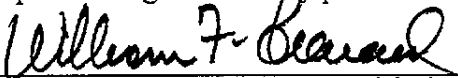
1. The name of the limited liability company is: CHARCOAL WORKS, L.L.C.
2. The name and the Florida street address of the registered agent are:

WILLIAM F. LEONARD
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

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

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OCT 14 1999
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

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.



WILLIAM F. LEONARD

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