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ROBERT H. HEISE
ATTORNEY & COUNSELOR AT LAW

November 16, 1999

994 N. WATERWAY DR. - FT. MYERS, FLORIDA 33919
(941) 482-0613

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

Re: Filing of Articles of
Organization for
WIL-CUR, L.L.C.
a limited liability company

TRANSMITTAL LETTER

Gentlemen:

MJH

Please find enclosed an original and one copy of the Articles of Organization of WIL-CUR, L.L.C., for filing by the Department of State in accordance with the Florida Limited Liability Company Act.

Also enclosed is a check in the amount of \$125.00 made payable to the Department of State to cover the following fees:

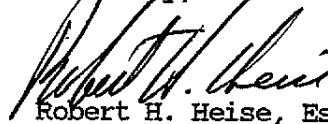
Filing fee for Articles of Organization	\$100.00
Certified copy fee	\$ 30.00
Registered agent fee	\$ 25.00
Total Check Amount	\$155.00

800003048818-5
-11/18/99-01070-002
****155.00 ****155.00

Please mail the certified copy of the Articles of Organization Incorporation to Robert H. Heise, Esq., 994 N. Waterway Dr., Fort Myers, Florida 33919.

Thank you for your cooperation in this matter.

Sincerely,


Robert H. Heise, Esq.

Encl. Articles of Organization

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 18 PM 3:40

**ARTICLES OF ORGANIZATION
OF
WIL-CUR, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 18 PM 3:40

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be WIL-CUR, L.L.C. ("Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company shall be 128 Baymar Drive, Fort Myers Beach, Florida 33931

ARTICLE III

DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV

REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the State of Florida are:

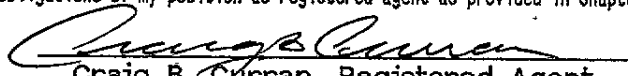
Craig B. Curran

128 Baymar Drive

Fort Myers Beach, Florida 33931

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 am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.


Craig B. Curran, Registered Agent

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided

there are at least two remaining members.

ARTICLE IX

MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Craig B. Curran	128 Baymar Drive, Fort Myers Beach, Florida 33931
Patrick J. Williams	2833 S.W. 35th Lane, Cape Coral, Florida 33914

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Myers, Lee County, Florida, on this 16 day of November, 1999.

UNDER PENALTIES OF PERJURY, each of the undersigned declare that I have read the foregoing Articles of Organization for WIL-CUR, L.L.C., a Florida limited liability company and that the facts stated therein are true upon information and belief.


Craig B. Curran, Member


Patrick J. Williams, Member