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December 3, 1999

IN REPLY REFER TO

Division of Corporations
Secretary of State
The Capitol
409 E. Gaines Street
Tallahassee, FL 32399

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-12/10/99--01007--004
***125.00 ***125.00

RE: Lewis Capital Holdings LLC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$125.00 for the filing fee and designation of the registered agent.

Please process this at your earliest opportunity and return a date stamped uncertified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

JAMES N. CASESA

JNC\kb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 12:10
ALB

ARTICLES OF ORGANIZATION

FOR

Lewis Capital Holdings LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 12:10

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to Florida Statutes Chapter 608, hereby adopts the following articles of organization:

ARTICLE ONE

The name of the limited liability company is:

Lewis Capital Holdings LLC

ARTICLE TWO

The mailing address and the street address of the principal office of the limited liability company is:

3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

ARTICLE THREE

The name and Florida street address of the limited liability company's registered agent are:

Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

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



Sam F. Lewis

ARTICLE FOUR

The limited liability company is to be managed two managers and is, therefore, a managed company. The managers are:

Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

Andrew J. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

ARTICLE FIVE

The limited liability company is to begin doing business on January 1, 2000.

EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida on the 30 day of November, 1999.

Sam F. Lewis
Sam F. Lewis

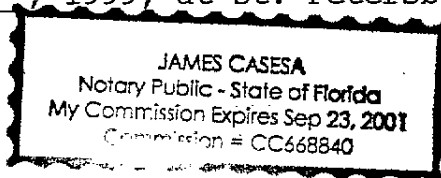
Andrew J. Lewis
Andrew J. Lewis

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Sam F. Lewis, who is personally known to me or presented personally known as identification, and is to me well known to be the person described in and who executed the forgoing articles of organization and acknowledged to and before me that the said articles were executed for the purposes therein expressed and under penalty of perjury the facts stated therein are true.

WITNESS MY HAND AND OFFICIAL SEAL, this 30 day of Nov, 1999, at St. Petersburg, Pinellas County, Florida.



James Casesa
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Andrew J. Lewis, who is personally known to me or presented as identification, and is to me well known to be the person described in and who executed the forgoing articles of organization and acknowledged to and before me that the said articles were executed for the purposes therein expressed and under penalty of perjury the facts stated therein are true.

WITNESS MY HAND AND OFFICIAL SEAL, this 30th day of November, 1999, at St. Petersburg, Pinellas County, Florida.

Karen M. Anderson
Notary Public
My Commission expires:

