



THE UNITED STATES CORPORATION COMPANY

L 00000000251

ACCOUNT NO. : 072100000032

REFERENCE : 513758 7187785

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 1999

ORDER TIME : 10:07 AM

ORDER NO. : 513758-010

CUSTOMER NO: 7187785

CUSTOMER: Mr. N. Richard Grassano, Cpa
MR. N. RICHARD GRASSANO, CPA
MR. N. RICHARD GRASSANO, CPA
Suite 218
1515 North Federal Highway
Boca Raton, FL 33432

300003078893--6
-12/23/99-01020--009
****125.00 ****125.00

DOMESTIC FILING

NAME: PALMETTO CAPITAL FUND L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

not backdate per Mr. Richards by phone

w99-29297
SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 JAN -7 AM 10:03
FILED 1/7

RECEIVED
99 DEC 23 AM 10:08
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 23, 1999

CSC
ATTN: JANINE LAZZARINI

SUBJECT: PALMETTO CAPITAL FUND L.C.
Ref. Number: W99000029297

00 JAN -7 AM 10:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for PALMETTO CAPITAL FUND L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 699A00060085

FEIN, SUCH, KAHN & SHEPARD, P.C.

COUNSELLORS AT LAW
7 CENTURY DRIVE
SUITE 201
PARSIPPANY, NEW JERSEY 07054
(973) 538-4700

Telecopier (973) 538-8234

January 5, 2000

ALAN F. SUCH ●
HENRY H. FEIN ●*
PHILIP A. KAHN ●
JAMES E. SHEPARD
PETER R. DAY (1957-1990)

OF COUNSEL

DONALD A. RICHARDS ●*
ROBERT WINTERS ■ ●

Certified Civil Trial Attorney

- ALSO MEMBER NY BAR
- ALSO MEMBER PA BAR
- ALSO MEMBER MD BAR
- * ALSO MEMBER U.S. TAX COURT
- MEMBER OF NY BAR ONLY

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SERGIO R. PASTOR ●

VIA UNITED PARCEL SERVICE

Division of Corporations
Attn: Lee Rivers
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

P292-1

Re: Palmetto Capital Fund L.C.

Dear Mr. Rivers:

As a follow up to my telephone conversation with you last Wednesday, I understand that the prior Articles of Organization for Palmetto Capital Fund L.C. was rejected for the reason that CSC Corporation had submitted it unsigned. I also understand that the filing fees, which were previously paid, are credited for the filing of the enclosed Certificate.

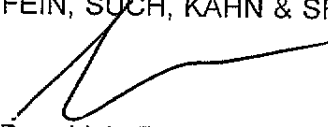
I have again enclosed three (3) signed copies of the Articles of Organization for Palmetto Capital Fund L.C. signed by myself as an authorized person to sign the Certificate.

If you have any questions with regard to this filing, please contact me directly or fax me as the filing of this document is critical at this time.

Return of filed Certificate. I have enclosed a return UPS envelope for return of the filed Certificate.

Very truly yours,

FEIN, SUCH, KAHN & SHEPARD, P.C.


Donald A. Richards
Direct Line: (973) 538-4700 Ext. 117

DAR:paa
Enclosures
cc: Dr. Hanafy Meleis (w/encl.)
N. Richard Grassano, CPA (w/encl.)
Q:\WP50\PERM\IP292-1.FDC
January 5, 2000 (4:59pm)

FILED
00 JAN -7 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
FOR
PALMETTO CAPITAL FUND L.C.

ARTICLE I - Name:

The name of the limited liability company is:

PALMETTO CAPITAL FUND L.C.

ARTICLE II - Address:

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

c/o Grassano Accounting, P.A.
Atrium Financial Center
1515 North Federal Highway
Suite 218
Boca Raton, Florida 33432

ARTICLE III - Registered Agent, Registered Office, and Registered Agent's Signature:

Palmetto Property Management Corp.
c/o Grassano Accounting, P.A.
Atrium Financial Center
1515 North Federal Highway
Suite 218
Boca Raton, Florida 33432

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 of 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, F.S.

Palmetto Property Management Corp.
By: [Signature]
(Registered Agent's Signature)

FILED
00 JAN 17 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Management (Check box if applicable.)

The limited liability company is to be managed by one manager or more managers and is, therefore, a manager-manager company.

[Signature]
(Authorized Representative of a Member)

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

[Signature]
DEIRDRE R. WHEATLEY-LISS