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FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

To:

Division of Corporations
Fax Number : (850) 922-4003

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

DEAR FILING OFFICER: PLEASE FILE THE ATTACHED DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, DECEMBER 12, 2000. THANK YOU. NERY C. TOLEDO, LEGAL ASST.

LIMITED LIABILITY COMPANY

HBTN INVESTMENTS, LLC

AL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HBTN INVESTMENTS, LLC**

ARTICLE I: - Name

The name of the Limited Liability Company is: **HBTN Investments, LLC**

ARTICLE II: - Address

The mailing address and street address of the principal office of the Limited Liability Company is

2295 Corporate Boulevard NW, Suite 222
Boca Raton, Florida 33431

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


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

The Herrick Company, Inc.
2295 Corporate Boulevard NW, Suite 222
Boca Raton, Florida 33431

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 agent as provided for in Chapter 608, F.S.

The Herrick Company, Inc.

By 
Norton Herrick, as Chairman & CEO
Registered Agent

ARTICLE IV: - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company.


Signature of a member or an authorized representative of a member.

(In accordance with section §608(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Norton Herrick
Typed or printed name of signer

Dated this 12 day of December, 2000.