

L 98000000017

LAW OFFICES

BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, JR.
BRUCE G. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
JOHN D. BOYKIN, P.A.
PATRICK J. CASEY, P.A.
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
MARC S. DOBIN, P.A.
JASON S. HASELKORN
W. JAY HUNSTON, JR., P.A.

ETHEL E. ISAACS
DEBRA A. JENKS, P.A.
BRIAN B. JOSLYN, P.A.
GREGORY S. KINO
CHARLES A. LUBITZ, P.A.
EDWIN C. LUNSFORD
RICHARD L. MARTENS, P.A.
LOUIS R. MCBANE, P.A.
TIMOTHY P. MCCARTHY, P.A.
E. SCOTT NUNLEY
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, JR., P.A.
CHARLES L. PICKETT, JR.
TIMOTHY J. ROOKS
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL

JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1 • 19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 833-4209

MAILING ADDRESS

P.O. BOX 4628
WEST PALM BEACH, FL 33402-4628

December 17, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600002376546--8
-12/18/97--01063--003
*****285.00 *****285.00

Re: Conaill Holdings, L.C. - a Florida Limited Liability Company

Dear Sir:

Enclosed please find an original and one copy of the Articles of Organization with reference to the above-captioned matter.

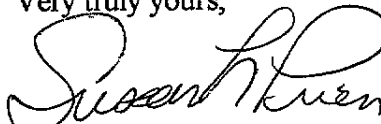
Also enclosed please find our check in the amount of \$285.00 which covers the following:

Charter Filing	\$250.00
Registered Agent Fee	35.00
	<u>\$ 285.00</u>

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,


Susan L. Priess, CLA
Certified Legal Assistant

Name	12/23/97
Availability	dec
Document Examiner	DCC
Updater	DCC
Enclosures	0
no judgement	DCC
no judgement	DCC

L 98000000017

W97000028488

FILED
97 DEC 31 AM 10 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAILING ADDRESS
P.O. BOX 4626
WEST PALM BEACH, FL 33402-4626

December 29, 1997

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Diane Cushing, Corporate Specialist

Re: Conaill Holdings, L.C. - a Florida Limited Liability Company

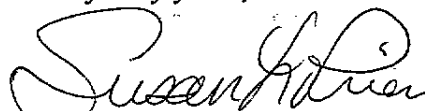
Dear Ms. Cushing:

Enclosed please find an original and one copy of the Articles of Organization with reference to the above-captioned matter, along with a copy of your correspondence dated December 23, 1997. The matter of the principal office and registered agent address has been clarified by using one address for all purposes.

Please submit these documents for filing so that they will have a filing date during 1997, if at all possible.

If you should have any questions, please do not hesitate to contact either myself (561-820-0359) or Mr. O'Connell, the principal (561-820-0380) collect. Thank you for your cooperation and assistance in this matter.

Very truly yours,



Susan L. Priess, CLA
Certified Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1997

SUSAN L. PRIESS, CLA
BOOSE CASEY CIKLIN LUBITZ MARTENS ET AL
P.O. BOX 4626
WEST PALM BEACH, FL 33402-4626

SUBJECT: CONAILL HOLDINGS, L.C.
Ref. Number: W97000028488

We have received your document for CONAILL HOLDINGS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

In section V you state the resident office address is and then the registered agents office address is. We need for you to change the wording if you mean for the resident office to be the principal office address. It appears that the resident office could be the registered office and the address must be the same if its meant to be that way. The way it is written is confusing.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 097A00060085

CONAILL HOLDINGS, L. C.
(a Florida Limited Liability Company)
321 Croton Way
West Palm Beach, Florida 33401

ARTICLES OF ORGANIZATION

FILED

97 DEC 31 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CONAILL HOLDINGS, L. C.**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the limited liability company (hereinafter the "Company") shall be Conaill Holdings, L. C., whose address is 321 Croton Way, West Palm Beach, Florida 33401.
The mailing address is the same.

ARTICLE II

Period of Duration

The period of duration for the Limited Liability Company shall be from the date of filing these Articles with the Florida Division of Corporations and continuing for thirty (30) years, unless extended as provided in the Operating Agreement and Regulations.

ARTICLE III

Business of the Company

This Company is authorized to conduct all lawful businesses within and without the State of Florida and as authorized pursuant to Sections 608.401, et. seq., Florida Statutes.

ARTICLE IV

Management

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as initial managers are:

Phil D. O'Connell, Jr.
Managing Director
321 Croton Way
West Palm Beach, FL 33401

Linda L. O'Connell
Manager - Finance & Operations
321 Croton Way
West Palm Beach, FL 33401

ARTICLE V

Registered Office and Registered Agent

The Registered Office of the Company in this State shall be 321 Croton Way, West Palm Beach, Florida 33401 and the Registered Agent shall be Phil D. O'Connell, Jr.

ARTICLE VI

Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement and Regulations of the Company.

ARTICLE VII

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 as set forth in the Operating Agreement and Regulations of the Company.

ARTICLE VIII

Distributions in Kind

The Company may distribute assets in-kind as provided in the Operating Agreement and Regulations of the Company.

ARTICLE IX

Meetings Not Required

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the

members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE X

Limitation on Manager Liability

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article X does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article X by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable is set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida hereinafter enacted that further limits the liability of a manager of a limited liability company or of a director of a corporation.

ARTICLE XI

Miscellaneous

Power of Attorney and Amendment. The Managing Director and Manager-Finance, severally, and their successors shall be, and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Organization and other Company documents as follows:

(1) To amend these Articles in any respect except to substitute a Managing Director or Manager-Finance (other than through a merger or reorganization of the Managing Member) or to decrease or diminish the duties, liabilities or responsibilities, of the Managing Director or Manager-Finance or to increase the liability of any Member in any respect.

(2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instrument shall increase the personal liability of any Member herein; and

(3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is expressly intended by each of the Members that the foregoing power of attorney is coupled with an interest. The foregoing power of attorney shall be irrevocable except upon dissolution and survive the delivery or assignment by any of the Members of the whole or any portion of their membership interest and when the assignee has executed a power of attorney coupled with an interest and the foregoing power of attorney of the assignor Member shall survive the delivery of such assignment for the sole purpose of enabling the Managing Director or Manager-Finance to make, execute, deliver, acknowledge and file any and all instruments necessary to effectuate such substitution. It is understood that the Managing Director or Manager-Finance may require that the assignee execute a similar power of attorney as a condition of his admission as a substitute Member.

Gender. The masculine and neuter gender has been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

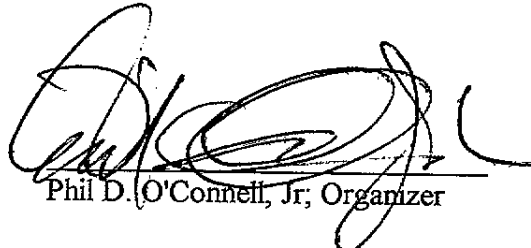
Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, transferees, successors, survivors, heirs and assigns.

Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Sections and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.

Entire Agreement. These Articles and the Operating Agreement and Regulations of the Company are intended by the parties hereto to be the final expression of their agreement and is the complete and exclusive statement of the terms of such agreement notwithstanding any representations or statements of the contrary heretofore made.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization on this 29th day of December, 1997.


Phil D. O'Connell, Jr., Organizer

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, appeared Phil D. O'Connell, Jr., who, being personally well-known to me and being advised of the penalties for perjury, executed the foregoing Articles of Organization of CONAILL HOLDINGS, L. C., in my presence and he solemnly declared that he did so as his free act and for the purposes therein stated.

WITNESS my hand and official seal on this 29 day of December, 1997.



Susan H. Priess

FILED
97 DEC 31 AM 10:20
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

RESIDENT AGENT DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, CONAILL HOLDINGS, L. C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 321 Croton Way, West Palm Beach, FL 33401, names Phil D. O'Connell, Jr., as its Registered Agent with its Registered Office at 321 Croton Way, West Palm Beach, FL 33401.

Executed: December 29, 1997

[Signature]
Company Organizer

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: December 29, 1997

[Signature]
Phil D. O'Connell, Jr.

REGISTERED AGENT

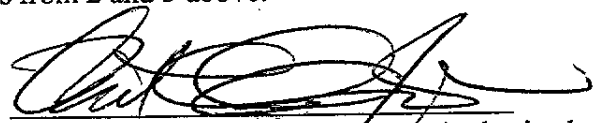
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
CONAILL HOLDINGS, L. C.**

STATE OF FLORIDA

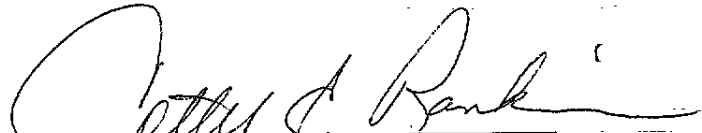
COUNTY OF PALM BEACH

The undersigned Member or authorized representative of a Member of CONAILL HOLDINGS, L. C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property or services other than cash contributed by members is \$-none-.
4. The total amount of cash or property or services anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.


Authorized Member or Authorized
Representative of a Member

THE FOREGOING INSTRUMENT was acknowledged before me on this 15th day of December, 1997, by PHIL D. O'CONNELL, JR., who is personally well-known to me and who did not take an oath.


Notary Public

