

7/31/98

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: 440 EAST PORT ST. LUCIE COMPANY, L.C.
AUDIT NUMBER.....H98000014270
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

EMPIRE CORPORATE KIT COMPANY
RAY STORMONT

SUBJECT: 440 EAST PORT ST. LUCIE COMPANY, L.C.
REF: W98000017524

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 487-6967.

Michelle Hodges
Document Specialist

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(305) 541-3694

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ARTICLES OF ORGANIZATION
OF
440 EAST PORT ST. LUCIE, L.C.

ARTICLE I - Name

The name of the limited company is 440 EAST PORT ST. LUCIE, L.C. (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be 50 years.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is:

822 Sarno Road, Unit 3
Melbourne, Florida 32935

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the company and the street address of the registered office of the company is:

Donald Sternberg
822 Sarno Road, Unit 3
Melbourne, Florida 32935

ARTICLE V - Management

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

Donald Sternberg
822 Sarno Road, Unit 3
Melbourne, Florida 32935

Michael Sternberg
822 Sarno Road, Unit 3
Melbourne, Florida 32935

This instrument prepared by:
Elliott Harris, Esq.
111 S.W. 3rd Street, 6th Floor
Miami, Florida 33130
(305) 358-0146
Fla. Bar No. 097072

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ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.


ARTICLE VII - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right 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 unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 31st day of July, 1998.


DONALD STERNBERG

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

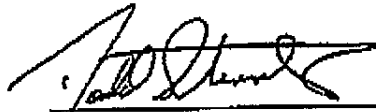
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is: 440 EAST PORT ST. LUCIE COMPANY, L.C.
- 2) The name and address of the registered agent and office is:

Donald Sternberg
822 Sarno Road, Unit 3
Melbourne, Florida 32935

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.

31 July 98
Date



Donald Sternberg

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AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

A member of 440 EAST PORT ST. LUCIE COMPANY, L.C. deposes and says:

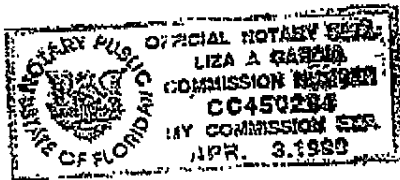
- 1) the above named Limited Liability Company has at least two members.
- 2) the total amount of cash contributed by the members is \$250,000.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$700,000.00. This total includes amount from Item 2 above.

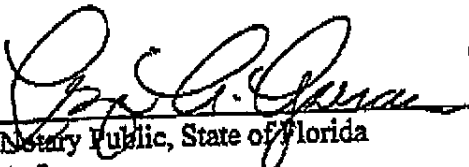


 DONALD STERNBERG, Member

STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of July, 1998, by Donald Sternberg, who is personally known to me or who has produced Dr. Lic. as identification and who did take an oath.





 Notary Public, State of Florida
 At Large
 Print Name:
 Commission No.
 My commission expires:

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