

L99000001239



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 157107 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1999

ORDER TIME : 1:33 PM

ORDER NO. : 157107-005

CUSTOMER NO: 5801A

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****337.50 ****337.50

CUSTOMER: Mary Vlasak-snell, Esq
PAVESE GARNER HAVERFIELD
PAVESE GARNER HAVERFIELD

1833 Hendry Street
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: DELRAY ESTUARY, 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: Christopher Smith

EXAMINER'S INITIALS: _____

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99 MAR -4 PM 2:18

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99 MAR -4 PM 3:37

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**ARTICLES OF ORGANIZATION OF
DELRAY ESTUARY, L.C.**

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The undersigned, acting as the organizing member of a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, hereby declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **DELRAY ESTUARY, L.C.**, and its principal office shall be located at 832 S. Military Trail, in the City of Deerfield Beach, County of Broward, State of Florida, 33442, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II

There shall be two (2) initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

CIG International, L.C. 1350 Connecticut Avenue, N.W. Suite 1250 Washington, DC 20036	30%
--	-----

Delray PCI, L.C. c/o Porten Companies, Incorporated 832 S. Military Trail Deerfield Beach, FL 33442	70%
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**ARTICLE III
MANAGEMENT**

The limited liability company is to be managed by a manager, whose name and address is as follows:

Delray PCI, L.C.
c/o Porten Companies, Incorporated
832 S. Military Trail
Deerfield Beach, FL 33442

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The manager shall serve until the first annual meeting of the members or until its successor is elected and qualified.

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ARTICLE IV
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only upon the consent of members owning two-thirds (2/3rds) of the membership interests. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except (i) in the case of death, or (ii) in case of sale or other transfer, only after the other members have been given and failed to exercise a right of first refusal.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V
DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 832 S. Military Trail, City of Deerfield Beach, County of Broward, State of Florida, 33442, and the name of the company's initial registered agent at that address is MICHAEL D. GOLDBERG, c/o Porten Companies, Incorporated.

The undersigned, being the organizing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DELRAY ESTUARY, L.C.

Executed by the undersigned at Deerfield Beach, on the 22 day of February, 1999.

DELRAY PCI, L.C.

By: 
Michael D. Goldberg, its Managing Member

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STATE OF FLORIDA)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Michael D. Goldberg, the managing member of DELRAY PCI, L.C., known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

1999. WITNESS my hand and official seal this 22 day of February

OFFICIAL NOTARY SEAL
NANCY L SILVA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC731669
MY COMMISSION EXP. APR. 7, 2002

Nancy L Silva
Notary Public, State of Florida
My Commission number is: CC731669
My Commission expires: 4/7/2002

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF BROWARD)

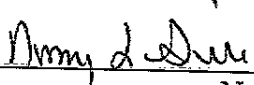
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of DELRAY ESTUARY, L.C., deposes and says:

1. The limited liability company identified above has two (2) members.
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by members is NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes the amounts from above.


MICHAEL D. GOLDBERG

The foregoing instrument was acknowledged before me this 22 day of February, 1999, by MICHAEL D. GOLDBERG, who is personally known to me or has produced _____ as identification.

OFFICIAL NOTARY SEAL
NANCY L SILVA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC731669
MY COMMISSION EXP. APR. 7, 2002


_____, Notary Public
State of Florida
My Commission Number is: 11731669
My Commission Expires: 4/7/2002

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

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STATE OF FLORIDA)
)
COUNTY OF BROWARD)


Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is DELRAY ESTUARY, L.C.

The name of the registered agent for DELRAY ESTUARY, L.C. is MICHAEL D. GOLDBERG, and the street address of the company's principal office where the agent is located is 832 S. Military Trail, Deerfield Beach, Broward County, Florida 33442.

This statement is to acknowledge that, as indicated above, DELRAY ESTUARY, L.C. has appointed me, MICHAEL D. GOLDBERG, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

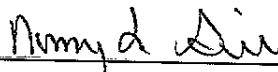
Dated: This 22 day of February, 1999.



Michael D. Goldberg, Registered Agent

The foregoing instrument was acknowledged before me this 22 day of February, 1999, by MICHAEL D. GOLDBERG, agent on behalf of DELRAY ESTUARY, L.C., a limited liability company and is personally known to me or has produced _____ as identification.

OFFICIAL NOTARY SEAL
NANCY L. SILVA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC731669
MY COMMISSION EXP. APR. 7, 2002



Notary Public
My Commission Number is: CC731669
My Commission Expires: 4/7/2002