

L99000002257

April 16, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: New AMA Subsidiary, L.L.C.

Enclosed is an original and one (1) copy of each of the Articles of Organization, Affidavit of Membership and Contribution and Certificate of Designation of Registered Agent/Registered Office in connection with the organization of the above-named limited liability company. A check for \$285.00 is enclosed in payment of the filing fees.

Please return the filed copy to:

Jonathan L.W. Carroll
Asset Management Advisors, Inc.
1001 North U.S. Highway One
Suite 800
Jupiter, Florida 33477

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-04/19/99--01127--008--
****285.00 ****285.00

Please feel free to contact the undersigned at 561-745-5068 if you have any questions regarding this filing.

Sincerely,



Jonathan L.W. Carroll
Vice President and
Chief Operating Officer

Name	Availability
Document	Examiner
Updater	
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Ver	tyer
Acknowledge	ent
W. P. Ver	ent

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**ARTICLES OF ORGANIZATION
OF
NEW AMA SUBSIDIARY, L.L.C.**

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is New AMA Subsidiary, L.L.C. (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 1001 North U.S. Highway One, Suite 800, Jupiter, Florida 33477.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and street address for the initial registered agent of the Company is Jonathan L.W. Carroll, 1001 North U.S. Highway One, Suite 800, Jupiter, Florida 33477.

**ARTICLE IV
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE V
MANAGEMENT**

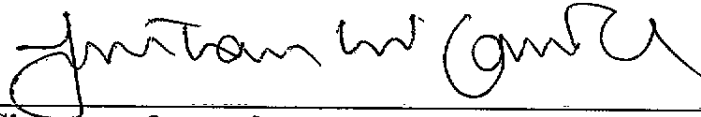
The Company will be managed by managers in accordance with the Company's regulations. The name and business address of the initial manager who shall serve until the first annual meeting of members or until his successors are elected and qualified is Ellen M. Perry, 1001 North U.S. Highway One, Suite 800, Jupiter, Florida 33477.

ARTICLE VI
ADMISSION OF ADDITIONAL PARTNERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the managers in accordance with the Company's regulations. An assignee of a membership interest shall become a member upon transfer of such membership interest in accordance with the Company's regulations.

ARTICLE VII
CONTINUATION OF BUSINESS

Upon the death, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.



Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jonathan L.W. Carroll, as Vice President of Asset Management Advisors, Inc.
Typed or printed name of signee

**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is New AMA Subsidiary, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Jonathan L.W. Carroll
1001 North U.S. Highway One
Suite 800
Jupiter, Florida 33477

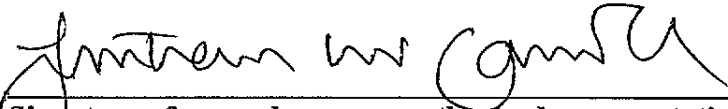
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


Jonathan L.W. Carroll

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of New AMA Subsidiary, L.L.C. deposes and says:

- (1) the Company has at least one member;
- (2) the total amount of cash contributed by the member(s) is \$100.00;
- (3) no property other than cash has been contributed by the member(s); and
- (4) the total amount of cash and property anticipated to be contributed by the member(s) is \$250,000.00.



Signature of a member or an authorized representative of a member

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

Jonathan L.W. Carroll, as Vice President of Asset Management Advisors, Inc.

Typed or printed name of signee