

L99000003670

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LIMITED LIABILITY COMPANY

NorthMil Partners, L.C.

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**ARTICLES OF ORGANIZATION
OF
NorthMil Partners, L.C.**

H990000151649

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be NorthMil Partners, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing and street address of the Company is 1551 Forum Place, Suite 100, West Palm Beach, Florida 33401.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of the limited liability company is 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company in the State of Florida is Peter Brock, 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

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ARTICLE VII – CONTINUATION OF EXISTENCE

In accordance with the terms of the Operating Agreement, the remaining member(s) of the limited liability company shall be entitled to elect to continue the business of the limited liability company 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 liability company.

ARTICLE VIII – MANAGEMENT

The limited liability company is to be managed by managers and the names and addresses of the individual who is to serve as initial manager until his successor(s) is(are) elected and qualified is:

John Preston
2401 PGA Boulevard, Suite 280
Palm Beach Gardens, FL 33410

Lawrence Bernick
2401 PGA Boulevard, Suite 280
Palm Beach Gardens, FL 33410

Andrew Brock
1551 Forum Place, Suite 100
West Palm Beach, FL 33401

Peter Brock
1551 Forum Place, Suite 100
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned authorized representative of a member of NorthMil Partners, L.C. hereby executes these Articles of Organization on this 21 day of June, 1999.




Peter Brock
Authorized Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

H990000151649

Sworn to (or affirmed) and subscribed before me this 21st day of June,
1999 by Rexel Block

Personally Known OR Produced Identification _____
Type of Identification Produced _____

 Susanne M Skinner
My Commission CC807041
Expires February 7, 2003

Susanne M. Skinner
Notary Public, State of Florida
SUSANNE M. SKINNER
Print, Type or Stamp
Commissioned Name of Notary Public

H990000151649

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION**


The undersigned having been designated as the Registered Agent in the above and foregoing Articles is familiar with, and accepts the obligation of, the position of Registered Agent under Section 608.415 or 608.507, Florida Statutes.




Peter Brock

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 23rd day of June, 1999 by Peter Brock, as Registered Agent.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

 Susanna M Skinner
My Commission CC807041
Expires February 7, 2003


Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

H990000151649

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NorthMil Partners, L.C., deposes and says:


1. the above named limited liability company has 2 members.
2. the total amount of cash contributed by the member(s) is \$250,000
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.
4. the amount of cash or property anticipated to be contributed by member(s) is \$250,000.
5. the total amount of 2, 3 and 4 is: \$500,000.

[Signature]
Authorized Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 21st day of June, 1999 by Peter Brock, as Authorized Representative.

Personally Known OR Produced Identification _____
Type of Identification Produced _____

 Susanne M Skinner
My Commission CC807041
Expires February 7, 2003

[Signature]
Notary Public, State of Florida
Susanne M. Skinner
Print, Type or Stamp
Commissioned Name of Notary Public