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OF COUNSEL:
*WILLIAM J. PAYNE

November 16, 1999

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

MJH

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-11/18/99--01064--011
***130.00 ***130.00

Re: CDL, L.L.C.

Dear Sir/Madam:

Enclosed please find the following in connection with the above-referenced entity:

1. Original and one copy of the Articles of Organization of CDL, L.L.C.; and
2. This firm's check in the amount of \$130.00, representing the filing fee and the fee for a Certificate of Status.

Please file the enclosed document and return to us the stamped filed copy, together with a Certificate of Status.

Should you have any questions, please do not hesitate to call.

Sincerely,

Laraine C. Charbonneau
Laraine C. Charbonneau
Secretary to Wilton L. White

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 18 PM 3:46

/lcc
Enclosures

**ARTICLES OF ORGANIZATION
OF
CDL, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 18 PM 3:45

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is CDL, L.L.C. ("Company").

ARTICLE II

The Company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 505 South Flagler Drive, Suite #900, West Palm Beach, Florida 33401. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Wilton L. White, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE V

The management of this Company shall be vested in its members. The names and mailing addresses of the managing members are as follows:

Joel Levine, 505 South Flagler Drive, Suite #900, West Palm Beach, Florida 33401.

William Caler, Jr., 505 South Flagler Drive, Suite #900, West Palm Beach, Florida 33401.

David Donten, 505 South Flagler Drive, Suite #900, West Palm Beach, Florida 33401.

ARTICLE VI

Additional members may be admitted to the Company upon such terms and conditions as may be established by a majority of the members.

ARTICLE VII

The business of the Company shall be dissolved 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 Company, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company.

ARTICLE VIII

The power to adapt, alter, amend or repeal the regulations of the Company shall be a majority in interest of the members. Regulations adopted by the members may be repealed or altered, new regulations may be adopted as provided in the regulations.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of ^{NOV.}~~June~~, 1999.

By: *Joel Levine*
Joel Levine
Title: Member

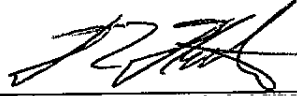
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of ^{November}~~June~~, 1999, by Joel Levine, the managing member of CDL, L.L.C., who is personally known to me, **OR** has produced personally known to me as identification.

Maureen Patterson
Notary Name: Maureen Patterson
Notary Public
Serial (Commission) Number
(If any) ca603298

(NOTARY STAMP)
NOTARY PUBLIC - STATE OF FLORIDA
MAUREEN PATTERSON
COMMISSION # CC603298
EXPIRES 11-21-2000
BONDED THRU ASA 1-888-NOTARY1

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for CDL, L.L.C.



Wilton L. White, Esquire
Registered Agent