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ATTORNEYS AT LAW

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JAMES A. MORTON, JR.
DIRECTOR OF
MARKETING AND DEVELOPMENT

June 23, 1999

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

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-06/24/99--01057--007
*****212.50 *****212.50

L99-3796

RE: Articles of Organization – Palm Beach Gardens Professional Building, LLC

To Whom It May Concern:

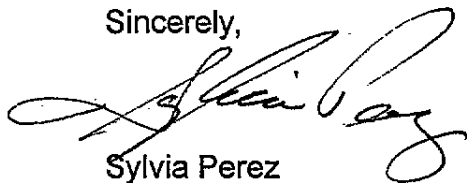
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Enclosed please find the documents for the above referenced matter along with the filing fee totaling \$285.00.

I have enclosed a Federal Express envelope and an additional copy and ask that you please return the documents as soon as possible in the enclosed envelope. If possible, please fax a copy to our office as we need these documents for a closing on Friday.

Please call our office if you have any questions.

Sincerely,



Sylvia Perez
Legal Assistant

Enclosure

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99 JUN 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

L99 6/24

8pgs

ARTICLES OF ORGANIZATION
OF
PALM BEACH GARDENS PROFESSIONAL BUILDING, LLC

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

ARTICLE I -- NAME

The name of the limited liability company shall be **PALM BEACH GARDENS PROFESSIONAL BUILDING, LLC** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

18869 SE Windward Island Lane
Jupiter, Florida 33458

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 these articles of organization.

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TALLAHASSEE FLORIDA

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Richard T. Davis, Esquire
250 Australian Avenue South, Ste. 1601
West Palm Beach, FL 33401

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company on the unanimous consent of all the members, or as otherwise provided for in its regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

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. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the

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TALLAHASSEE FLORIDA

Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLES IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the Company are

NAME

RAY S. CELEDINAS

KIM R. CELEDINAS

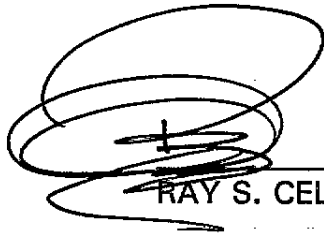
ADDRESS

18869 SE Windward Island Lane
Jupiter, FL 33458

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Jupiter, FL 33458


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CLERK OF DISTRICT COURT
TELEPHONE 336-1111
FLORENCE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at North Palm Beach, Florida, on the 23rd day of June, 1999.



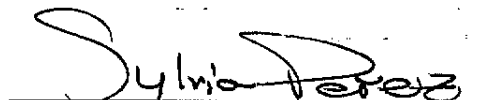
RAY S. CELEDINAS

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss

The foregoing instrument was acknowledged before me this 23rd day of June, 1999, by RAY S. CELEDINAS, who is personally known to me and/or who produced  as identification.




Sylvia Perez
MY COMMISSION # CC808914 EXPIRES
February 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, Signature
NOTARY PUBLIC, Printed Name

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **PALM BEACH GARDENS PROFESSIONAL BUILDING, LLC**, hereby consents to accept services of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.




RICHARD T. DAVIS, ESQUIRE

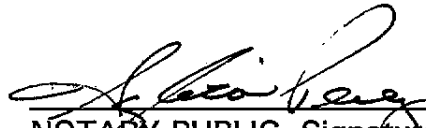
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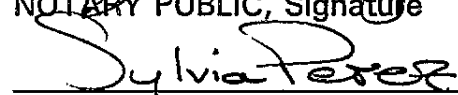
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss

The foregoing instrument was acknowledged before me this 23rd day of June, 1999, by RICHARD T. DAVIS, ESQUIRE, who is personally known to me and/or who produced known as identification.

Notary Seal

 Sylvia Perez
MY COMMISSION # CC808914 EXPIRES
February 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC, Signature


NOTARY PUBLIC, Printed Name

EXHIBIT "A"

Each member's initial contribution to capital shall be in the amount of \$1,000.00 each. Additional capital contributions shall be agreed to by the members or as otherwise provided for in the regulations of the Limited Liability Company.

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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

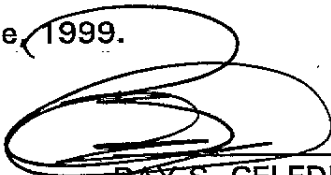
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The undersigned member of **PALM BEACH GARDENS PROFESSIONAL BUILDING, LLC** deposes and says:

1. The above named Limited Liability Company has two (2) members.
2. The total amount of cash contributed by the members is TWO THOUSAND (\$2,000.00) DOLLARS.
3. If any, the agreed value of property other than cash contributed by members is -0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is TWO THOUSAND (\$2,000.00) DOLLARS. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 23rd day of June, 1999.



RAY S. CELEDINAS



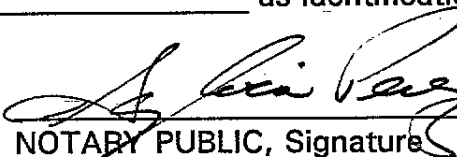
R. KIM S. CELEDINAS

SWORN TO AND SUBSCRIBED before me this 23rd day of June, 1999, by RAY S. CELEDINAS and KIM S. CELEDINAS, who are personally known to me or who produced known as identification.

Notary Seal



Sylvia Perez
MY COMMISSION # CC808914 EXPIRES
February 14, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC, Signature

Sylvia Perez
NOTARY PUBLIC, Printed Name