

L01000002678

Mohammad H. Arsali, Ph.D. F.E.

3 Harbour Drive North
Ocean Ridge, FL 32135
(561) 740-1320, Fax (561) 740-1319

February 1, 2001

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 FEB 19 PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

300003743559--2
-02/20/01--01005--021
****125.00 ****125.00

Dear Sir or Madam:

Enclosed are:

1. An original and one (1) copy of the articles of organization
2. A check to the Secretary of State for \$125.00 for Filling Fee and Registered Agent Designation.

Thank you for your prompt attention to this matter. If you should have any questions please do not hesitate to call me, (561) 740 - 1998.

Sincerely,


Mohammad H. Arsali

300003534123--6
-02/05/01--01153--005
****125.00 ****125.00

L01-2678
OK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2001

MOHAMMAD ARSALI
3 HARBOUR DRIVE NORTH
OCEAN RIDGE, FL 33435

SUBJECT: ISLAND TRUST, LLC
Ref. Number: W01000002866

FILED
01 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

We have received your document for ISLAND TRUST, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note the money amounts differ on the check. Please send a corrected check for the proper amount. The correct amount is \$.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 201A00007318

Mohammad H. Arsali, Ph.D. P.E.

3 Harbour Drive North
Ocean Ridge, FL 33435
(561) 740 -1320, Fax (561) 740 - 1319

February 13, 2001

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Dear Sir or Madam:

Enclosed is a check for \$125.00 for Filling Fee of "ISLAND TRUST, LLC". This check is a replacement for the prior check, which was written in error.

Thank you for your prompt attention to this matter. If you should have any questions please do not hesitate to call me, (561) 740 - 1998.

Sincerely,



Mohammad H. Arsali

ARTICLE OF ORGANIZATION
OF
ISLAND TRUST, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Article of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "ISLAND TRUST, LLC"

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

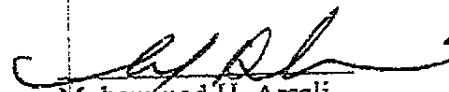
The mailing address and street address of the principal office of the Company is 3 Harbour Drive North, Ocean Ridge, FL 33435

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is:

Mohammad H. Arsali
3 Harbour Drive North
Ocean Ridge, FL 33435

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 as provided for in Chapter 608, F.S..


Mohammad H. Arsali

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FEB 19 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V – CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The members of the limited liability company shall contribute to the capital of the limited liability company the cash set forth in Exhibit "A" and each member shall receive the number of ownership units as set forth in said Exhibit. Each member will retain that number of ownership units regardless of future capital contributions or withdrawals from the limited liability company unless the issuance of additional units or the cancellation of units shall be agreed by all members.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the limited liability company except with the unanimous written consent of all the members of the limited liability company and on such terms and conditions to be determined by all the members. A member may transfer his or her interest in the limited liability company as set forth in the Regulations of the limited liability company.

ARTICLE VIII – CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the company agree to continue the business of the company..

ARTICLE IX – MANAGEMENT

The limited liability company shall be managed by its members in accordance with regulations adopted by the members for the management of the business and affairs of the limited liability company. These regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or

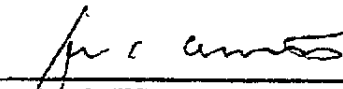
FILED
01 FEB 19 PM 5:00
SECRETARY OF STATE
TO: LINDA M. HARRIS

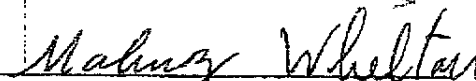
these articles of organization. The name and address of the managing members of the limited liability company are:

John C Whelton, 12 Golfview Road, Palm Beach, FL 33480,
Mahnaz Whelton, 12 Golfview Road, Palm Beach, FL 33480,
Mohammad H. Arsali, 3 Harbour Drive North, Ocean Ridge, FL 33435, and
Afsoon Arsali, 3 Harbour Drive North, Ocean Ridge, FL 33435,

The amendment of these Articles of Organization shall require the unanimous approval of all members.

IN WITNESS WHEREOF, the undersigned members of the company have executed these Articles of Organization this 2 day of Feb, 2001.


John C. Whelton

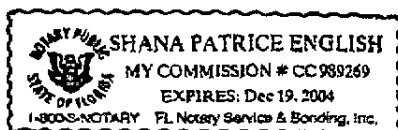

Mahnaz Whelton


Mohammad H. Arsali


Afsoon Arsali

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing instrument was acknowledged before me this 2nd day of Feb by Mohammad H. Arsali, Afsoon Arsali, John C. Whelton, and Mahnaz Whelton, who are either personally known to me or who have produced their drivers licenses as identification.



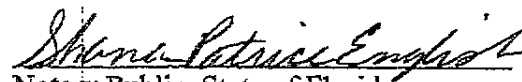

Notary Public, State of Florida
Commission Expires: 12/19/2004

EXHIBIT "A"

**ARTICLE OF ORGANIZATION
OF
ISLAND TRUST, L.C.**

Capital Contributions and Ownership Units

Mohammad H. Arsali	\$100.00 in cash
Afsoon Arsali	\$100.00 in cash
John C. Whelton	\$100.00 in cash
Mahnaz Whelton	\$100.00 in cash

FILED
01 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 49.091, Florida Statutes, ISLAND TRUST, LLC, desiring to organize under the law of the Sate of Florida with its principle office as indicated in its Articles of Organization in the City of Ocean Ridge, County of Palm Beach, State of Florida, has named Mohammad H. Arsali, whose address is 3 Harbour Drive North, Ocean Ridge, Fl 33435, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated this 2nd day of February 2001.


Mohammad H. Arsali

01 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED