

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

RAINWATER INVESTMENT GROUP HOLDINGS XI LLC

ARTICLE I - Name

The name of the Limited Liability Company is:

RAINWATER INVESTMENT GROUP HOLDINGS XI LLC

ARTICLE II - Address

The mailing and street address of the principal office of the Limited Liability Company is:

2669 FOREST HILL BOULEVARD, WEST PALM BEACH FL 33406

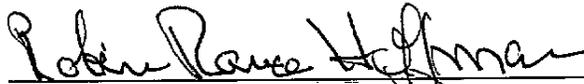
ARTICLE III -Registered Agent, Registered Office, & Registered Agent's Signature:

The name and Florida street address of the registered agent are:

Robin Rance-Hoffman
1607 16th Terrace
Palm Beach Gardens FL 33418

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00 JAN 14 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

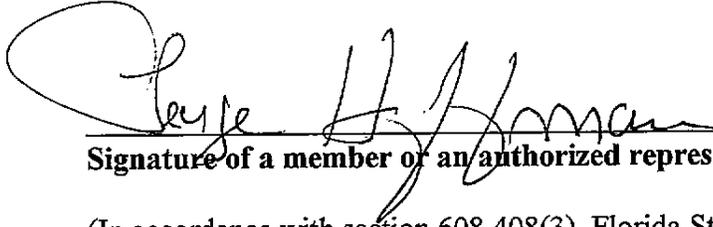
Having been named as registered agent and to accept service of process fro the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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..



Registered Agent's Signature

Article IV - Management

The Limited Liability Company is to be managed by one manager or more managers and is therefore, is a manager-managed company.



Signature of a member or an authorized representative of a manager

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

George Hoffman

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

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.

FIRST THAT RAINWATER INVESTMENT GROUP HOLDINGS XI L.L.C.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 2669 FOREST HILL BOULEVARD WEST PALM
BEACH FL 33406, HAS NAMED ROBIN RANCE-HOFFMAN 1607 16TH TERRACE
PALM BEACH GARDENS FL 33418 STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

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TALLAHASSEE FLORIDA

SIGNATURE Robin Rance Hoffman
ROBIN RANCE-HOFFMAN

DATE: JANUARY 12, 2000