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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
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LIMITED LIABILITY COMPANY

ANTARES CAPITAL FUND III, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ANTARES CAPITAL FUND III, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be Antares Capital Fund III, L.L.C.

ARTICLE II. ADDRESS

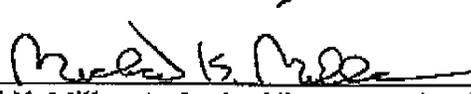
The mailing address and street address of the principal office of the Limited Liability Company is 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, and the name of the initial registered agent of the Limited Liability Company at that address is Angell Corporate Services, Inc.

ARTICLE III. TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

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Michael K. Miller, Authorized Representative for Randall E. Poliner, Member
Signature of a member or authorized representative of a member.

(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 stated herein are true.)

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

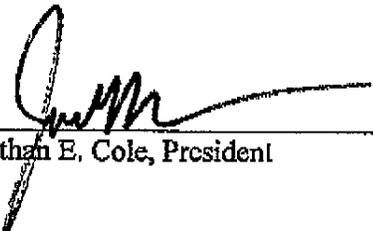
- 1. The name of the limited liability company is Antares Capital Fund III, L.L.C.
- 2. The name and address of the registered agent and office is:

Angell Corporate Services, Inc.
 250 Royal Palm Way, Suite 300
 Palm Beach, FL 33480

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 TALLAHASSEE, FLORIDA

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, the undersigned hereby accepts the appointment as registered agent and agree 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 its duties, and is familiar with and accepts the obligations of its position as registered agent.

Angell Corporate Services, Inc.

By: 

 Jonathan E. Cole, President

February 24, 2000