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LAW OFFICES

KIRK GRANTHAM

PROFESSIONAL ASSOCIATION

KIRK GRANTHAM
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES
REAL ESTATE LAW

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ASSOCIATES
WILLIAM CARTER CARROLL
NED HALE

OF COUNSEL
JAMES M. ADAMS
DAVID H. BLUDWORTH

April 6, 2000

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

100003200441--7
-04/07/00--01090--006
****125.00 ****125.00

RE: RSDL L.L.C.

Ladies and Gentlemen:

Please file the enclosed Articles of Organization for the above-described limited liability company. Also enclosed is our check in the amount of \$125.00.

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

With kindest regards,



Kirk Grantham

KG\nth
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

FOR

RSDL, L.L.C.

THESE ARTICLES are executed on this 6th day of April, 2000, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes with respect to **RSDL, L.L.C** ("the Company").

ARTICLE I

Name

The Company's name is **RSDL, L.L.C.**

ARTICLE II

Business

The Company's business is owning, developing, leasing, managing, and selling real estate and all other related acts. The Company may also do all things not otherwise illegal under the laws of the state of Florida.

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ARTICLE III

Registered Agent

The name and post office address of the Company's registered agent is:

Kirk Grantham
c/o Kirk Grantham P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

ARTICLE IV

Principal Office

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

c/o Kirk Grantham P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

ARTICLE V

Members

The name and post office address of the individuals who will serve as Members of the Company are:

Rhona Derrin Lieberman
c/ Kirk Grantham, P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

ARTICLE VI

Managing Members

The Company shall be managed by a Managing Members. The name and address of the Managing Members is as follows:

Rhona Derrin Lieberman
c/ Kirk Grantham, P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

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TALLAHASSEE, FLORIDA

ARTICLE VII

Admission of Additional Members

The right, if given, of the remaining members of the Company to admit additional members and the terms and conditions of the admission shall be as follows:

No additional members shall be admitted to the Company without the unanimous prior written consent of all of the other Members of the Company and upon 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 Operating Agreement 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 Company other than the member proposing to transfer his or her interest approve of the proposed transfer by unanimous prior written consent.

ARTICLE IIX

Member's Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business 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 shall be as follows:

If, within six (6) months from 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, the remaining Members agree by Majority Vote by Interest to continue the L.L.C. and there is at least one(1) remaining Member, then the Company shall not be dissolved and it shall continue. If the Dissolution Event was the expiration of the Company's stated term, the Members shall select a new stated term for the Company by Majority Vote by Interest, but at any time after the expiration of the initial stated term of the Company, any Member may withdraw his or her Capital Account by written request to the Manager, who shall cause the Company. to return that Member's Capital Account within thirty (30) days of the receipt of a written request.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of April, 2000 by KIRK GRANTHAM who is personally known to me or who produced _____ as identification.



(N. P. SEAL)
TERRY R. BAUER
My Commission C0555654
Expires May. 19, 2000

Terry R. Bauer
Notary Public, State of Florida

Print or stamp name of notary public, commission
number and date of expiration

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TALLAHASSEE, FLORIDA

ARTICLE IX

Affidavit of Membership and Contributions

The undersigned member(s) or authorized representative of a member of **RSDL, L.L.C.**, hereby certifies as follows:

The Company has at least one member.

The actual contributions to the Company in cash or other property made by each member is as follows:

Cash:

Rhona Derrin-Lieberson \$1,000,000.00


Other Property:

ARTICLE X

Authorized Representative

These articles are being signed by Kirk Grantham, as authorized representative of Rhona Derrin-Lieberson.

IN WITNESS WHEREOF, the undersigned Members have signed and sealed this certificate, on the day and year first above written.


KIRK GRANTHAM, authorized
representative of Rhona Derrin-Lieberson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF § 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.

The name of the limited liability company is as follows:

RSDL, L.L.C.

The name and Florida street address of the registered agent and office is as follows:

Kirk Grantham
c/o Kirk Grantham P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

Having been named as statutory registered agent and to accept service of process for RSDL, L.L.C., a Florida limited liability company the ("Company"), at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Date: 4/6/2000



Kirk Grantham
c/o Kirk Grantham P.A.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

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TALLAHASSEE, FLORIDA