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LIMITED LIABILITY COMPANY

Palmwood Associates, LLC

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**ARTICLES OF ORGANIZATION
OF
PALMWOOD ASSOCIATES, 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 Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Palmwood Associates, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.

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 or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Andrew Brock, 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.

ARTICLE V - CAPITAL CONTRIBUTIONS

Each member shall be obligated to make the contributions provided in the Operating Agreement. No member shall be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI - CASH CONTRIBUTIONS

Each member shall not be required to make any cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as provided in the Operating Agreement, 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 its interest in the Company as set forth in the Operating Agreement. Any transferee shall have only those rights to participate in the management of the business and affairs of the Company or become a member as provided in the Operating Agreement.

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

ARTICLES OF ORGANIZATION - PALMWOOD ASSOCIATES, LLC

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Prepared By: Robert Lee Shapiro, Esquire
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member in the Company, unless the business of the Company is continued by the consent of a majority of the remaining members.

ARTICLE IX - MANAGEMENT/MANAGING MEMBERS

The Company shall be managed by the managing members in accordance with the Operating Agreement. The Operating Agreement 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 names and addresses of the initial Managing Members of the Company are:

- (a) Andrew Brock, 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.
- (b) Kim Lee Brock, 1551 Forum Place, Suite 100, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at West Palm Beach, Florida, on this 11th day of April, 2000.


Print Name: Andrew Brock

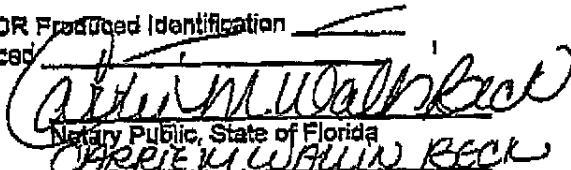
STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 11th day of April, 2000 by Andrew Brock.

Personally Known X OR Produced Identification
Type of Identification Produced



Carrie M. Wallin Beck
Commission # 00 878190
Expires Oct. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida
CARRIE M. WALLIN BECK
Print, Type or Stamp
Commissioned Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Palmwood Associates, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby 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 accept the obligations of the position of registered agent.


Print Name: Andrew Brock
Registered Agent

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ARTICLES OF ORGANIZATION - PALMWOOD ASSOCIATES, LLC