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AUTHORIZATION : *Patricia Pijet*

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ORDER DATE : May 24, 2000

ORDER TIME : 11:40 AM

ORDER NO. : 708585-005

CUSTOMER NO: 97371A

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CUSTOMER: Steve Daniels, Esq
ARNSTEIN & LEHR
ARNSTEIN & LEHR
Suite 600
515 N. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: M&W DEVELOPMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY 24 PM 12:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAY 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JEP

**ARTICLES OF ORGANIZATION
OF
M&W DEVELOPMENT, L.C.**

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 M&W DEVELOPMENT, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be

c/o Steven L. Daniels, Esquire
Arnstein & Lehr
433 Plaza Real, Suite 275
Boca Raton, FL 33432

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with 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 the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire
Arnstein & Lehr
433 Plaza Real, Suite 275
Boca Raton, FL 33432

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Company shall contribute to the capital of the 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 Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member 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 his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there are at least two remaining Members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by one Managing Member in accordance with Regulations adopted by the Member for the management of the business and affairs of the Company. These Regulations 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 name and address of the Managing Member of the Company is:

Charles Moretto
c/o Steven L. Daniels, Esquire
433 Plaza Real, Suite 275
Boca Raton, FL 33432

The amendment of these Articles of Organization, shall require the unanimous approval of the Member.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Florida, on this 10 day of May, 2000.

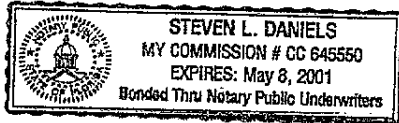
M&W DEVELOPMENT
a Florida limited liability company

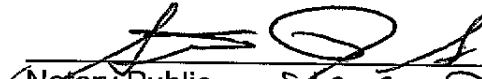
By: 
Charles Moretto, Managing Member

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00 MAY 25 PM 3:10
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 10 day of May, 2000 by CHARLES MORETTO, Managing Member of M&W DEVELOPMENT, a Florida limited liability company and is personally known to me or has produced L.C. as identification.




Notary Public Steven Daniels
Commission No: _____
Commission Expires: _____

90320

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00 MAY 24 PM 3:10
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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 compliance with the laws of the State of Florida, the following is submitted:

First -- That M&W DEVELOPMENT ^{I.C.} ~~INC.~~ desiring to organize under the laws of the State of Florida, has named Steven L. Daniels, Esquire as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 20 day of May, 2000.


STEVEN L. DANIELS
Registered Agent

90323

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00 MAY 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA