

L 000000006650

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32302
(850) 224-8700 • (800) 342-0620 • Fax (850) 224-2222

Colony Shoppers, LLC

000003281190--3
-06/08/00--01040--010
****155.00 ****155.00

- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File Cont. _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

W 6/8
FILED
00 JUN -8 PM 12: 34
TALLAHASSEE FLORIDA

RECEIVED
00 JUN -8 AM 10: 02
TALLAHASSEE FLORIDA

4p
Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**COLONY SHOPPES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLES OF ORGANIZATION

ARTICLE I - Name

The name of the Limited Liability Company is: Colony Shoppes, LLC

FILED
00 JUN -8 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - Address

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

11 Pleasant Street, Suite 120
P.O. Box 16689
Worcester, MA 01601-6689

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual, unless terminated in accordance with the Company's Regulations or by the unanimous written consent of all Members.

ARTICLE IV - Management

The Limited Liability Company shall be conducted, carried on and managed by the Managing Member. Such Managing Member shall have the rights and responsibilities described in the Operating Agreement of the Company.

ARTICLE V - Admission of Additional Members

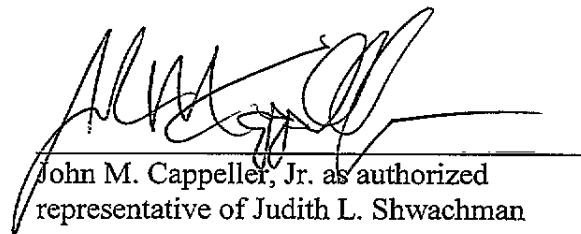
Additional Members may be admitted upon the approval of all of the Members of the Company, upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VI - Members Rights to continue Business

The Members shall have the right 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 Limited Liability Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII - Operating Agreement

The power to adopt, alter, amend, or repeal the Operating Agreement of the company shall be vested in the Members of the company.


John M. Cappeller, Jr. as authorized
representative of Judith L. Shwachman

00 JUN -8 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND 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
AND REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is

COLONY SHOPPES, LLC

2. The name and address of the registered agent and office is:

John M. Cappeller, Jr., Esq.
Cappeller & Bennett
350 Camino Gardens Boulevard
Suite 303
Boca Raton, Florida 33432

FILED
00 JUN -8 PM 12:34
SECRETARY OF STATE
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, 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.


John M. Cappeller, Jr.

6-7-00
date