REFERENCE:

7408<u>92</u>

AUTHORIZATION:

COST LIMIT : \$ 155.00

ORDER DATE: June 22, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 740892-005

CUSTOMER NO: 4369500

700003301297--5

CUSTOMER:

Judy Diamond, Legal Assistant

MCDERMOTT, WILL & EMERY MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard

22nd Floor

Miami, FL 33131-4335

DOMESTIC FILING

NAME:

WALNUT CREEK ASSOCIATES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Walnut Creek Associates, LLC

ARTICLE II - Address:

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

7000 West Palmetto Park Road, Suite 408 Boca Raton, Florida 33433

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Name

1201 Hays Road

Florida street address (P.O. Box NOT acceptable)

Tallahassee

City, State, and Zip

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 as provided for in Chapter 608, F.S..

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested

Signature of a member or an 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.)

Simon Konover, Member

Typed or printed name of signee

FILING FEES:

5 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

5 5.00 Certificate of Status (OPTIONAL)