

L 00000000 7681

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222.1092  
Fax 850 222 7615  
Attn: Jeff Netherton

200003308542--2  
-06/29/00--01046--009  
\*\*\*\*160.00 \*\*\*\*160.00

CORPORATION(S) NAME

Thornberry, LLC

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

06/29/00

RECEIVED  
00 JUN 29 AM 11:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUN 29 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
M 6/24

**ARTICLES OF ORGANIZATION  
of  
Thornberry, LLC**

**Article I  
Name of Company**

The name of the limited liability company is Thornberry, LLC (the "Company").

**Article II  
Address of Principal Office**

The mailing address and street address of the principal office of the Company is 1001 North U.S. Highway One, Suite 875, Jupiter, Florida 33477.

**Article III  
Registered Office and Agent**

The name and street address for the initial registered agent of the Company is, C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

**Article IV  
Period of Duration**

The period of duration of the Company shall be perpetual.

**Article V  
Management**

The Company will be managed by managers in accordance with the Company's regulations. The name and business address of the initial manager who shall serve until the first annual meeting of members or until his successors are elected and qualified is Principia Investment Partners, L.P., 127 South Washington No. 1, Green Bay, WI 54301. The general partner to Principia Investment Partners, L.P. is North Shore Capital Management, LLC whose president and sole managing member is Doug Reich.

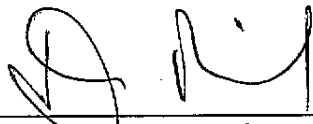
**FILED**  
00 JUN 29 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article VI**  
**Admission of Additional Partners**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the managers in accordance with the Company's regulations. An assignee of a membership interest shall become a member upon transfer of such membership interest in accordance with the Company's regulations.

**Article VII**  
**Continuation of Business**

Upon the death, 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 existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.



\_\_\_\_\_  
Douglas Reich, President and Member of Thornberry, LLC

(In accordance with section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**FILED**  
**00 JUN 29 AM 11:51**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the limited liability company is: Thornberry, LLC
2. The name and the Florida street address of the registered agent and office are:

C T Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

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.

Connie Bryan  
Signature **CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

**FILED**  
**00 JUN 29 AM 11:51**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA