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ACCOUNT NO. : 072100000032

REFERENCE : 759133 11381A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 155.00

ORDER DATE : July 11, 2000

MJH

ORDER TIME : 11:33 AM

ORDER NO. : 759133-005

CUSTOMER NO: 11381A

600003319816--3

CUSTOMER: Leesa C. Ray, Legal Asst
Gary Dytrych & Ryan

Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: PALM BEACH PARTNERS, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 11 PM 2:50

RECEIVED
00 JUL 11 PM 12:16
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

PALM BEACH PARTNERS, L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be PALM BEACH PARTNERS, L.C.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address and the street address of the company is 357 Hiatt Dr., Suite A, Palm Beach Gardens, FL 33418.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: E. Liwyd Ecclestone, III, 357 Hyatt Dr., Suite A, Palm Beach Gardens, FL 33418

5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which 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.

7. Management of Company. The management of the Company is reserved to the following Members. The names and addresses of the Managerial Members are:

<u>Names</u>	<u>Addresses</u>
Three Development Company a Florida corporation	357 Hiatt Dr., Suite A Palm Beach Gardens, FL 33418
Robert B. Martin	4700 Riverside Dr., Suite 100 Palm Beach Gardens, FL 33410

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals
this 10th day of JULY, 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 11 PM 2:50

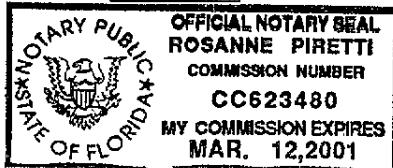
THREE DEVELOPMENT COMPANY,
a Florida Corporation

By: *E. Llwyd Ecclestone, III*

E. LLWYD ECCLESTONE, III
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10TH day of July, 2000,
by E. Llwyd Ecclestone, III, as President of Three Development Company, who is personally known to me or
who has produced _____ as identification.



Rosanne Piretti
NOTARY PUBLIC
COMMISSION NO.:

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

E. Llwyd Ecclestone, III
E. LLWYD ECCLESTONE, III

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10TH day of July, 2000, by
E. Llwyd Ecclestone, III, who is personally known to me or who has produced _____ as identification.

Rosanne Piretti
NOTARY PUBLIC
COMMISSION NO.:

Jr/palm beach partners art

