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5100 NORTH FLORIDA DRIVE SUITE 100
WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

BOGART, FLORIDA
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HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

Willa A. Fearington
WAFearington@arnstein.com

FAX (561) 655-5551
FOUNDED 1893

July 13, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

600003323026--3
-07/14/00-01046-007
***125.00 ***125.00

Re: Articles of Organization of Whoa!, L.L.C.

Ladies and Gentlemen:

W-18/77/L-8873

Enclosed herewith is an original and one (1) executed copy of the Articles of Organization of Whoa!, L.L.C. along with our client's check in the sum of \$125.00.

Kindly process this at your earliest convenience.

Should you have any questions, please feel free to contact me.

With best regards,

Willa A. Fearington

Willa A. Fearington

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 JUL 26 AM 9:41

FILED

W-18/77/L-8873

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JUL 24 RECD

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

WILLA A. FEARRINGTON
ARNSTEIN & LEHR
515 NORTH FLAGLER DRIVE - SUITE 600
WEST PALM BEACH, FL 33401-4323

SUBJECT: WHOA, L.L.C.
Ref. Number: W00000018177

We have received your document for WHOA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 800A00039863

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE - SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323

(561) 833-9800

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FOUNDED 1893

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

Willa A. Fearrington
WAF@arnstein.com

July 24, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization of Whoa!, L.L.C.

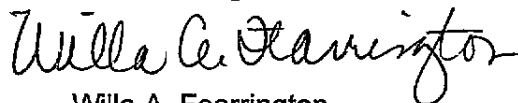
Ladies and Gentlemen:

Pursuant to your letter of July 20, 2000, please find enclosed the corrected Articles of Organization of Whoa!, L.L.C.. I have enclosed an original and one (1) executed copy of same to be filed at your earliest convenience.

Also enclosed please find a copy of your letter of July 20, 2000.

Should you have any questions, please feel free to contact me.

With best regards,



Willa A. Fearrington

WAF/ssl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
FOR
WHOA!, L.L.C.**

ARTICLE I - NAME:

The name of the Limited Liability Company is:

Whoa!, L.L.C.

ARTICLE II - ADDRESS:

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

800 Palm Trail
Delray Beach, Florida 33483

ARTICLE III - PURPOSES AND POWERS:

In addition to the Powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all of the things set forth in these Articles to the same extent that a natural person might or could do.

ARTICLE IV - REGISTERED AGENT:

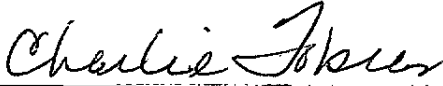
The name and street address of the initial registered agent are:

Charles Tobias
3035 Pine Tree Lane
Boynton Beach, Florida 33435

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TALLAHASSEE FLORIDA

ARTICLE V - MANAGEMENT:

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



Charlie Tobias, Manager

(In accordance with Section 608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**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 Whoa!, L.L.C.
2. The name and the Florida street address of the registered agent are:

Charlie Tobias
3035 Pine Tree Lane
Boynton Beach, Florida 333435

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Charlie Tobias, Member

Dated: _____

7/14/00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(In accordance with Section 608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)