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FRANK J. ALOIA

Attorney at Law

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September 7, 2000

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

MJH

RE: Bombay West, L.L.C.

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-09/11/00--01116--005
****155.00 ****155.00

Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Organization which I would appreciate your filing. I also enclose my trust account check in the amount of \$155.00 to cover the following costs:

Filing & Registered Agent Fee	\$125.00
Certified Copy Fee	\$ 30.00
Total	\$155.00

Please return a certified copy of the Articles of Organization to me at your earliest convenience.

Very truly yours,

Frank J. Aloia

FRANK J. ALOIA
FJA:djb
Enc.

Signed in Mr. Aloia's absence
to avoid delay in mailing

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 1:29

ARTICLES OF ORGANIZATION
OF
BOMBAY WEST, L.L.C.
a Florida Limited Liability Company

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

ARTICLE I

(Name)

The name of this limited liability company shall be:

BOMBAY WEST, L.L.C.

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon 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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 1:29

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to manufacture, construct, buy, sell, export, import, or otherwise deal in furniture, furnishings, fixtures, accessories and supplies of every kind and description for use in or on public or private buildings and structures, and to render interior and exterior decorating and design services of every description in conjunction therewith.

To transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

(Principal Place of Business and Address)

The principal place of business, mailing address and street address of this company is **1455 Rail Head Blvd., Naples, Florida 34110.**

ARTICLE V

(Registered Office and Agent)

The name and street address of the initial Registered Agent of this company in the State of Florida is **AMY S. PATE, 356 Cypress Way West, Naples, Florida 34110.**

ARTICLE VI

(Capital Contributions)

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VIII

(Admission of New Members)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

(Management of Company)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of

Organization. The names and addresses of the managing members of the company are:

<u>Name</u>	<u>Address</u>
AMY S. PATE	356 Cypress Way W. Naples, FL 34110
JOHN PATNAUDE	356 Cypress Way W. Naples, FL 34110
JAMES RYAN	125 Brooke Farm Road St. Davids, PA 19087
TERENCE GALLAGHER	5806 Boardwalk Ventnor, NJ 07406
JOSEPH D. HEARD	101 S. Dorset Ave. Ventnor, NJ 08406

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI

(Regulations)

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).

ARTICLE XII

(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.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company unless approved by all of the members of the company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share

of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XV

(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;

2. the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;

3. these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Cape Coral, Florida, for the foregoing uses and

purposes this 5th day of September, 2000.


AMY S. PATE, Organizer


JOHN PATNAUDE, Organizer


JAMES RYAN, Organizer


TERENCE GALLAGHER, Organizer

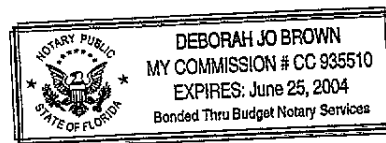

JOSEPH D. HEARD, Organizer

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared AMY S. PATE AND JOHN PANUDE, one of the organizers of the above limited liability company, who subscribed and acknowledged the foregoing Articles of Organization for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 6th day of September, 2000.


Notary Public



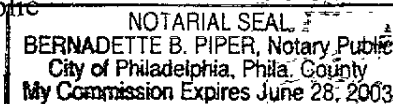
STATE OF PENNSYLVANIA
COUNTY OF Philadelphia

Before me personally appeared JAMES RYAN, one of the organizers of the above limited liability company, who subscribed and acknowledged the foregoing Articles

of Organization for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official
seal this 5th day of September, 2000.

Bernadette B. Piper
Notary Public

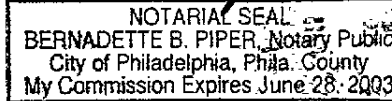


STATE OF PENNSYLVANIA
COUNTY OF Philadelphia

Before me personally appeared **TERENCE GALLAGHER**, one of the
organizers of the above limited liability company, who subscribed and acknowledged the
foregoing Articles of Organization for the uses and purposes mentioned and set forth
therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official
seal this 5th day of September, 2000.

Bernadette B. Piper
Notary Public

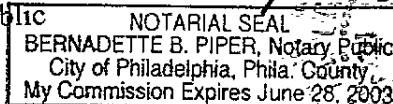


STATE OF PENNSYLVANIA
COUNTY OF Philadelphia

Before me personally appeared **JOSEPH D. HEARD**, one of the
organizers of the above limited liability company, who subscribed and acknowledged the
foregoing Articles of Organization for the uses and purposes mentioned and set forth
therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official
seal this 5th day of September, 2000.

Bernadette B. Piper
Notary Public



ACCEPTANCE BY REGISTERED AGENT

I, AMY S. PATE, having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, 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.

Dated this 6th day of September, 2000.



AMY S. PATE, Registered Agent

EXHIBIT A

MEMBER NAME	CAPITAL CONTRIBUTION (cash or property)
AMY S. PATE	None
JOHN PANUDE	None
JAMES RYAN	\$50,000.00 (cash)
TERENCE GALLAGHER	\$50,000.00 (cash)
JOSEPH D. HEARD	\$50,000.00 (cash)