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ACCOUNT NO. : 072100000032  
REFERENCE : 835448 4311473  
AUTHORIZATION : Patricia Pizoto  
COST LIMIT : \$ 155.00

ORDER DATE : September 19, 2000  
ORDER TIME : 12:50 PM  
ORDER NO. : 835448-015  
CUSTOMER NO: 4311473

600003398386--1

CUSTOMER: Anne Darley, Legal Assistant  
Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.a.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: BUTTERS NEWPORT, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

*JB*  
*09-19-00*

00 SEP 19 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

RECEIVED  
00 SEP 19 PM 2:28  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION OF  
BUTTERS NEWPORT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company is Butters Newport, LLC (the "Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 1096 East Newport Center Drive, Suite 100, Deerfield Beach, Florida, 33442.

ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS

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

<u>Name</u>	<u>Address</u>
Shawn Bayne	200 E. Broward Boulevard Suite 1900 Fort Lauderdale, Florida 33301

ARTICLE VII  
MANAGEMENT

The Company is to be managed by its members.

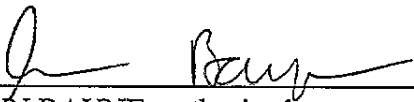
ARTICLE III  
DURATION

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

00 SEP 19 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

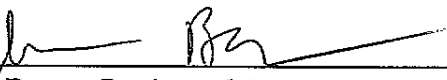
APPROVED  
AND  
FILED

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Broward County, Florida for the foregoing uses and purposes this 12<sup>th</sup> day of September, 2000.

  
SHAWN BAYNE, authorized representative

**ACCEPTANCE OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for BUTTERS NEWPORT, LLC 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.

  
Shawn Bayne, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED