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IRWIN M. FROST
BOARD CERTIFIED TAX ATTORNEY

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October 24, 2000

Via Federal Express

Capital Connection, Inc.
417 East Virginia Street
Suite 1
Tallahassee, FL 32301

**Re: Articles of Organization for
Florida Limited Liability Company**

FILED
09 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

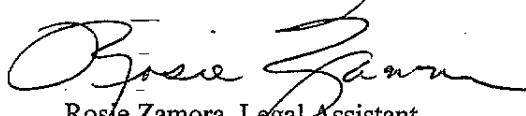
Dear Sir/Madame:

Please file the enclosed Articles of Organization for The Gardners, L.L.C., and return to me via overnight. You can charge this to our Federal Express Account, Account No. 1004-8791-8. I have also enclosed a check for \$155.00 (\$125.00 for filing fees and \$30.00 for a certified copy).

Thank you for your assistance.

Very truly yours,

IRWIN M. FROST, P.A.


Rosie Zamora, Legal Assistant

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

**Article I
Name**

The name of the Limited Liability Company is:

The Gardners, L.L.C.

**Article II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is 1747 Espanola Drive, Miami, FL 33133.

**Article III
Registered Agent**

The registered agent shall be Irwin M. Frost, P.A., Irwin M. Frost, Esq., 100 Southeast 2nd Street, 37th Floor, Miami, FL 33131.

**Article IV
Duration**

The period of duration for the Limited Liability Company shall be: perpetual

**Article V
Management**

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Dr. Laurence Gardner
1747 Espanola Drive
Miami, FL 33133

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TALLAHASSEE, FLORIDA

Article VI
Admission of Additional Members

The members may admit additional members with the approval of all of the members, on such terms and conditions as may be approved by the members, and the additional member to be admitted.

Article VII
Members Rights to Continue Business

The remaining members have the right to continue the business of The Gardners, L.L.C. upon the death, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in The Gardners, L.L.C.

FILED
OCT 25 PM 00
CLERK OF DISTRICT COURT
MIAMI FLORIDA

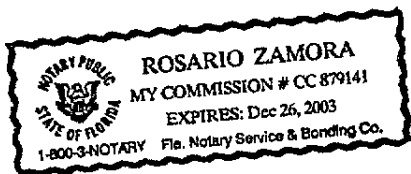
Signature of a member or an authorized representative
of a member

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

Irwin M. Frost
Typed or Printed Name of Signee

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

SWORN AND SUBSCRIBED BEFORE ME, this 24th day of October, 2000 by Irwin M. Frost, who is personally known to me.



Notary Public
State of Florida at Large

ACCEPTANCE

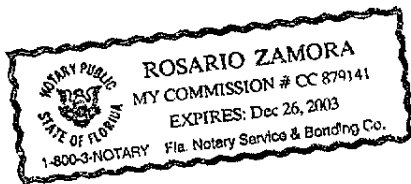
Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

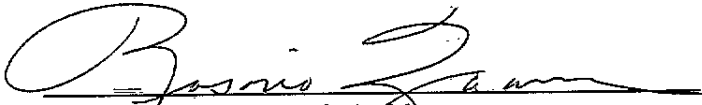


IRWIN M. FROST

BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Organization for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 24th day of October, 2000.





Notary Public, State of Florida
at Large
My Commission Expires:

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FILED
00 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA