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STUART OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY
SUITE 212
STUART, FLORIDA 34995-2425
TELEPHONE (561) 223-4030

October 31, 2000

Via Express Mail

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

FILED
09 NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization of Wentworth Real Estate Holdings, L.L.C.

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of Articles of Organization, along with an original Certificate of Designation of Registered Agent/Registered Office in regard to the above-referenced matter. Upon receipt of the enclosed for filing, please return a certified copy to me in the self-addressed stamped envelope provided for your convenience.

Also enclosed is a check in the amount of \$155.00 for the \$125.00 filing fee, together with the \$30.00 for the certified copy.

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-11/06/00--01127--001

Should you have any questions in this regard, please do not hesitate to contact me. ***155.00

Sincerely,



Daniel J. Probst

DJP/cl

Enclosures

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**ARTICLES OF ORGANIZATION OF
WENTWORTH REAL ESTATE HOLDINGS, L.L.C.**

ARTICLE I

The name of the limited liability company is **WENTWORTH REAL ESTATE HOLDINGS, L.L.C.**

ARTICLE II

The mailing address is P.O. Box 3089, Stuart, Florida 34995 and the street address of the principal office of the limited liability company is 7878 S.W. Ellipse Way, Stuart, Florida 34997.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Management of the limited liability company is reserved to the members; all members of the company shall participate in management decisions, and the name and address of the original managing member is **GEORGE WENTWORTH**, 7878 S.W. Ellipse Way, Stuart, Florida 34997.

ARTICLE V

The members have the right to admit additional members upon the unanimous vote of the existing members.

ARTICLE VI

The remaining members of the limited liability company have the right to continue the business on the death, retirement, 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 limited liability company, upon unanimous vote of the remaining members.

Executed on OCT. 30, 2000.

By:



GEORGE WENTWORTH

09 NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

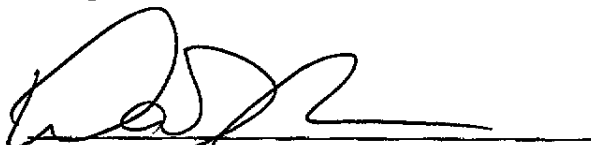
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the limited liability company is **WENTWORTH REAL ESTATE HOLDINGS, L.L.C.**
2. The name and street address of its initial registered agent and office in the state of Florida is:

Daniel J. Probst
3300 PGA Boulevard, Suite 500
Palm Beach Gardens, FL 33410

Having been named as a registered agent and designated to accept service of process for the above 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.


DANIEL J. PROBST

10/31/2000
Date

FILED
NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA