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BY APPOINTMENT ONLY

ROYAL PALM FINANCIAL CENTER

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GARY BROOKMYER

ELLIOT F. HOCHMAN

DANIEL J. PROBST

DONNA A. NADEAU

November 6, 2000

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

VOID
100003462521-9
-11/14/00--01016--017
***155.00 ***155.00

Re: Articles of Organization of MFS Realty of South Florida, 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.

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

Sincerely,



Daniel J. Probst

DJP/cl

Enclosures

L00-14245
DR

FILED
NOV 14 2000
PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
MFS Realty of South Florida, L.L.C.**

ARTICLE I

The name of the limited liability company is **MFS Realty of South Florida, L.L.C.**

ARTICLE II

The mailing address is 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, FL 33410 and the street address of the principal office of the limited liability company is 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, FL 33410.

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 **MARK F. SHAKESPEARE**, 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, FL 33410.

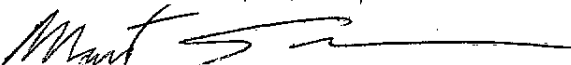
ARTICLE V

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 10/23/00, 2000.

By: 
MARK F. SHAKESPEARE

FILED
NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the limited liability company is **MFS REALTY OF SOUTH FLORIDA, 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

11-6-2000
Date

FILED
00 NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA