

Via: Federal Express-Standard Delivery

December 27, 2000

Division of Corporation Attn: Registration Section 409 E. Gaines Street Tallahassee, FL 32399

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Re: Regency Acquisition, L.L.C.

Gentlemen:

I have enclosed, with this letter, two duplicate Articles of Incorporation for Regency Acquisition, L.L.C. for filing. I have also included the check in the sum of \$125.00 which represents the filing fee of \$100.00 for the Articles of Organization as well as \$25.00 for the Designation of Registered Agent. Please proceed with the filing of these Articles at your earliest convenience.

Please feel free to call if you have any questions. Thank you for your help in this matter.

Sincerely.

Ronald E. Brown General Counsel

REB/fkm Enclosures

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Regency Acquisitions, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1025 Flamevine Lane, Suite 3, Vero Beach, FL 32963

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Philip A. Lambert
Name

1025 Flamevine Lane, Suite 3
Florida street address (P.O. Box NOT acceptable)

Vero Beach, FL 32963
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company.

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

Regency Acquisitions, Inc.

Philip A. Lambert, President

Signature of a member or an authorized representative of a member.

Filing Fees

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)