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ANTHONY J. COLUCCI, JR.
SCOTT J. LEITTEN
MICHAEL W. SCHAFER
*Admitted in FL and NY

L01000002506
February 14, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Grove Street Associates, LLC

000003705750--2
-02/15/01--01065--003
****125.00 ****125.00

To Whom It May Concern:

Enclosed please find the following documents in the above referenced matter:

1. Our check numbered 5864 in the amount of \$125.00 representing the filing fee and registered agent fee for the Articles of Organization.
2. Original and one copy of the Articles of Organization for filing. Please date stamp copy and return.
3. Stamped self-addressed envelope for return of stamped copy.

Should you have any questions please do not hesitate to contact our office.

Very truly yours,
BLOCK & COLUCCI, P.C.

Regina Holley
Regina Holley
Legal Assistant to Scott J. Leitten, Esq.

FILED
01 FEB 15 PM 1:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Rah:enc.

SL

**ARTICLES OF ORGANIZATION
OF
GROVE STREET ASSOCIATES, LLC**

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

ARTICLE I - NAME

The name of the limited liability company shall be **GROVE STREET ASSOCIATES, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 2730 Westgate Ave., West Palm Beach, FL 33409.

ARTICLE III - DURATION

The Company shall commence its existence on the date the Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is **SCOTT J. LEITTEN**, 1001 N. U.S. Highway One, Suite 400, Jupiter, Florida 33477.

ARTICLE V - MANAGEMENT

The Company shall be managed by its members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned initial member has made and subscribed these Articles of Organization at Jupiter, Florida, on this 14 day of February, 2001.

By: _____

Scott J. Leitten

STATE OF FLORIDA)

)SS

COUNTY OF PALM BEACH)

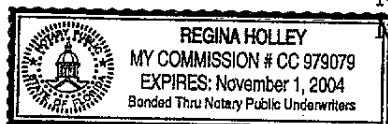
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01 FEB 15 PM 1:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 14th day of February, 2001, by **Scott J. Leitten**, who is personally known to me or who has produced a Driver's License as identification, and who did not take an oath.

Regina Holley
NOTARY PUBLIC, State of Florida

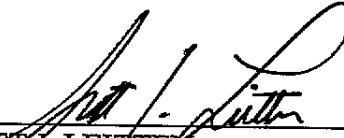
My Commission expires: _____

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **GROVE STREET ASSOCIATES, LLC** as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



SCOTT J. LEITTEN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA