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LIMITED LIABILITY COMPANY

Wellington Acquisition III, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
WELLINGTON ACQUISITION III, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is WELLINGTON ACQUISITION III, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address for the Company is: 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Barry E. Somerstein, Esq., 200 East Broward Blvd., 15th Floor, Fort Lauderdale, Florida 33301.
4. MANAGEMENT. The business of the limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company.

The undersigned has executed these Articles of Organization on the 12th day of March, 2001.

By: _____

Barry E. Somerstein
Authorized signatory of the Members

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

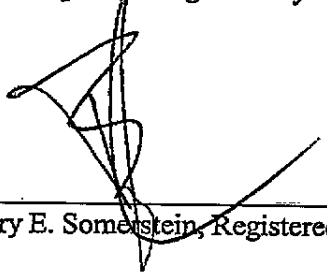
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WELLINGTON ACQUISITION II LLC.
2. The name and address of the registered agent and office is:

Barry E. Somerstein
200 East Broward Blvd., 15th Floor
Fort Lauderdale, Florida 33301

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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 its 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.



Barry E. Somerstein, Registered Agent

3/12/01

(Date)

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