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BENSON, MOYLE & MUCCI, LLP

ATTORNEYS AT LAW  
BANK OF AMERICA BUILDING  
ONE FINANCIAL PLAZA, SUITE 1600  
FORT LAUDERDALE, FLORIDA 33394-1697

WILLIAM H. BENSON, P.A.  
BERNARD T. MOYLE, P.A.  
MARK S. MUCCI, P.A.  
MARK J. LOTERSTEIN

BROWARD (954) 524-6800  
DADE (305) 944-3311  
PALM BEACH (561) 734-4655  
FACSIMILE (954) 463-6963

May 4, 2001

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: North Atlantic Partners, LC\General File  
Our File No.: 99-139

Dear Sir or Madam:


Enclosed herewith please find an original and one copy of the Articles of Organization (the "Articles") to be filed on behalf of our client, North Atlantic Partners, LC. Also enclosed please find a copy of the Assignment of the Name "North Atlantic Partners" from North Atlantic Partners, Inc. to the new LLC to be formed. The corporation, North Atlantic Partners, Inc., has changed its corporate name to Paramount Partners, Inc. A copy of the Articles of Amendment as filed with your office is also enclosed for your reference. Lastly, please find enclosed our Attorney Trust Account check in the amount of \$125.00, representing the fee for the filing of the Articles of Organization. Kindly return a stamped copy of the Articles in the self-addressed, stamped envelope provided for your convenience.

If you have any questions or require additional information to process this filing, please do not hesitate to contact the undersigned.

Very truly yours, 8000004139569--1  
-05/07/01--01121--001

BENSON, MOYLE & MUCCI, LLP

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Mark J. Loterstein  
For the Firm

MJL/fmc  
enclosures  
cc: Bradley Rosenberg  
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**ARTICLES OF ORGANIZATION  
NORTH ATLANTIC PARTNERS, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE 1: NAME**

The name of the Limited Liability Company ("LC") shall be North Atlantic Partners, L.C.

**ARTICLE 2: PURPOSE**

The LC may engage in any lawful business not prohibited by statute or law.

**ARTICLE 3: REGISTERED AGENT**

The name and address of the initial Registered Agent is Bernard T. Moyle, Esq., Benson, Moyle & Mucci, LLP, One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394

**ARTICLE 4: PRINCIPAL OFFICE**

The mailing address of the principal office is 301 Yamato Rd., Suite 3160, Boca Raton, Florida 33487.

**ARTICLE 5: MANAGEMENT**

The LC shall be managed by its Members.

**ARTICLE 6: DURATION**

The LC's existence shall be perpetual unless terminated by the written agreement of all the members or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the L.C. is continued by the consent of all the remaining members.

**ARTICLE 7: POWERS**

The LC shall have all the powers authorized by law or statute.

**ARTICLE 8: MEMBER LIABILITY**

Members shall not be personally liable for the debts, obligations, or liabilities of the LC unless a Member agrees in writing to be liable.

**ARTICLE 9: ADDITIONAL MEMBERS**

The LC may admit additional members at any time and in any manner by the majority written consent of the current Members.

**ARTICLE 10: AMENDMENT**

The power to amend, alter or repeal these Articles of Organization shall be vested in the Members. The Articles of Organization may be amended at any time and in any manner by the majority written consent of the Members.

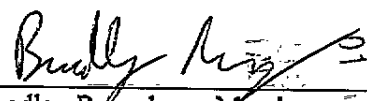
**ARTICLE 11: CERTIFICATES**

The LC has the authority and shall issue Certificates of Membership to each Member evidencing that Member's interest in the LC. Certificates of Membership shall be signed by a Manager (or officer) of the LC.

**ARTICLE 12: TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a Member of the LC may be transferred to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the LC do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the LC or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferor Member otherwise would be entitled.

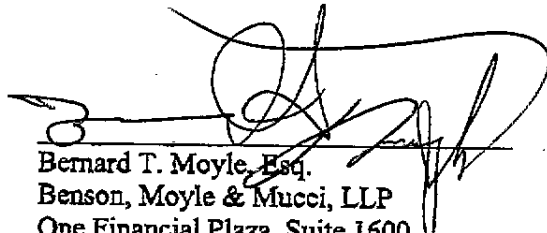
DATED the 11<sup>th</sup> day of April, 2001.

  
Bradley Rosenberg, Member

**ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated: The 11<sup>th</sup> day of April, 2001.

  
Bernard T. Moyle, Esq.  
Benson, Moyle & Mucci, LLP  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394-1697  
(954) 524-6800 - Fax (954) 463-6963