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LAW OFFICE OF CHRISTOPHER A. ROCHE

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229 NORTH COLLIER BOULEVARD
MARCO ISLAND, FLORIDA 34145

Christopher A. Roche
Attorney at Law

Telephone (941) 389-0700
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June 6, 2001

Via Federal Express

Florida Department of State
Limited Liability Company
409 E. Gaines Street
Tallahassee, FL 32399

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-06/07/01-01083-003
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Re: Filing Articles of
Organization for Burbank
Holdings of Florida, a
Florida Limited Liability
Company

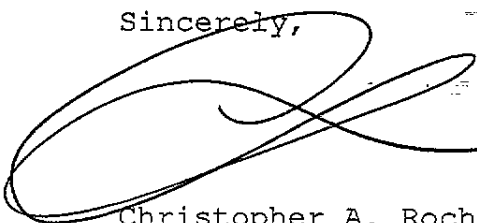
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Gentlemen:

Enclosed please find the Articles of Organization for the above referenced Limited Liability Company, Acceptance of Registered Agent, together with a check in the amount of \$155.00 made payable to your order to cover filing of the Articles of Organization, Acceptance of Registered Agent, and a certified copy of the Articles of Organization. Request is made that a certified copy of the articles be returned to this office via Federal Express. A prepaid and addressed Federal Express envelope is enclosed.

Thank you for your time and efforts in this matter.

Sincerely,



Christopher A. Roche

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BURBANK HOLDINGS OF FLORIDA, L.L.C.**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Burbank Holdings of Florida, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1 Slade Row, Palatine Square, Arbour Hill, Dublin 7.

ARTICLE III -- DURATION

The company shall commence its existence on the date these 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 these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Christopher A. Roche, Esquire, 229 North Collier Boulevard, Marco Island, FL 34145.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit A.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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TALLAHASSEE, FLORIDA

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Christopher A. Roche, 229 North Collier Boulevard, Marco Island, FL 34145. The names and addresses of the members of the company are:

NAME	ADDRESS
Dermot Patton	1 Slade Row, Palatine Arbour Hill, Dublin 7
Peter Patrick Purcell	Nerin House 26 Ridgeway Street Douglas, Isle of Man IM1 1EL
Peter Coyne	c/o Peter Patrick Purcell Nerin House 26 Ridgeway Street Douglas, Isle of Man IM1 1EL

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CLERK OF DISTRICT COURT
HALL, JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 229 North Collier Boulevard, Marco Island, FL 34145, on this 6th day of June, 2001.

Christopher A. Roche

Organizer and Authorized
Representative of Member-
Christopher A. Roche

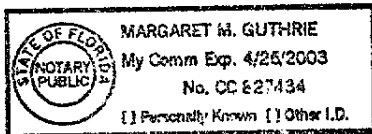
STATE OF FLORIDA
COUNTY OF COLLIER

Christopher A. Roche

Organizer and Authorized
Representative of Member-
Christopher A. Roche

Sworn to and subscribed before me this 6th day of June, 2001, by Christopher A. Roche.

Personally Known X or Produced Identification _____
Type of Identification Produced _____



Margaret M. Guthrie

Notary Public
State of Florida

MARGARET M. GUTHRIE

Print, Type, or Stamp
Commissioned Name of Notary
Public

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SECRETARY OF STATE

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Exhibit "A"

<u>Member</u>	<u>Contribution</u>
Dermot Patton	\$500.00
Peter Patrick Purcell	\$500.00
Peter Coyne	\$500.00

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Burbank Holdings of Florida, L.L.C., a Florida Limited Liability Company, 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 accept the obligations of the position of registered agent.



Christopher A. Roche
Registered Agent

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