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June 15, 2001

Via Federal Express

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

000004426050--3
-06/19/01--01013--002
***125.00 ***125.00

Re: Michael R. Kent, II, LLC

Dear Sir or Madam:

Enclosed please find one original and a photocopy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is a check in the amount of \$125.00, in payment of the filing fee. Please file the original Articles and forward a certified copy of same to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley
DAVID F. HANLEY

DFH:dh

Enclosures

cc: Michael R. Kent, II, LLC
W. Michael Brinkley, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MICHAEL R. KENT II, LLC**

The undersigned, intending to form a limited liability company under the Florida Limited Liability Company Act, declares that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

This name of the limited liability company shall be Michael R. Kent II, LLC.

**ARTICLE II
ADDRESS**

The street address and mailing address of the principal office of this limited liability company shall be:

4756 NW 114 Lane
Coral Springs, FL 33076

**ARTICLE III
EFFECTIVE DATE AND DURATION**

The effective date of these Articles of Organization is June 15, 2001. The duration of this limited liability company shall be perpetual, unless dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of this limited liability company's initial registered agent is W. Michael Brinkley, Esq., and the address of the initial registered office is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred without first obtaining the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business if they unanimously consent to such continuation.

ARTICLE VI
PURPOSES AND POWERS

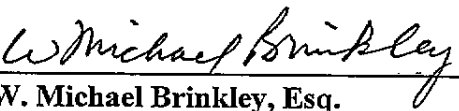
The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII
MANAGEMENT

The limited liability company is to be managed by one or more managers, who may or may not be members. The initial managers of this Company shall be Michael R. Kent and Michael R. Kent II.

The undersigned, being the initial member of this limited liability company, hereby certifies that this instrument constitutes the Articles of Organization of Michael R. Kent II, LLC.

Executed on this 15th day of June, 2001.


W. Michael Brinkley, Esq.
Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 15th day of June, 2001, by W. Michael Brinkley, Esq., who is personally known to me, and who did not take an oath, and who

acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

Vivian J. Fiacos

Vivian J. Fiacos

Notary Public - State of Florida

[Notary Stamp]



Vivian J. Fiacos
MY COMMISSION # CC671711 EXPIRES
November 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

STATE OF FLORIDA :
: SS
COUNTY OF BROWARD :

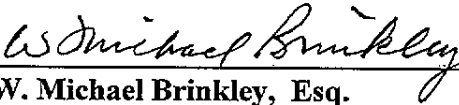
Pursuant to the provisions of Florida Statutes Chapter 608, Michael R. Kent II, LLC, submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Michael R. Kent II, LLC.

The name of the registered agent for Michael R. Kent II, LLC is W. Michael Brinkley, Esq., and the street address of the office where the agent is located is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.


This statement is to acknowledge that, as indicated above, Michael R. Kent II, LLC has appointed me, W. Michael Brinkley, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of June, 2001.



W. Michael Brinkley, Esq.
Registered Agent

The foregoing instrument was acknowledged before me this 15th day of June, 2001, by W. Michael Brinkley, Esq., who is personally known to me, and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Vivian J. Fiacos
Notary Public - State of Florida

[Notary Stamp]



Vivian J. Fiacos
MY COMMISSION # CC671711 EXPIRES
November 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.