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ACCOUNT NO. : 072100000032

REFERENCE : 311136 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 5, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 311136-005

CUSTOMER NO: 81491A

CUSTOMER: Scott L. McMullen, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: WALDEN INVESTMENTS II, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: _____

NJH

01 NOV -5 PM12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 NOV -5 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

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ARTICLES OF ORGANIZATION
OF
WALDEN INVESTMENTS II, LLC

A Florida Limited Liability Company

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

ARTICLE I

Name

The name of the Limited Liability Company is Walden Investments II, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 4440 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33480.

ARTICLE III

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

Scott L. McMullen
505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

ARTICLE IV

Management

The Limited Liability Company is to be managed by its members and is, therefore, a

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member-managed company.

ARTICLE V

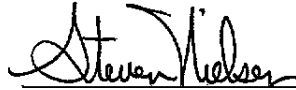
Commencement

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: _____

11/1/01



Steven Nielsen


CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That Walden Investments II, LLC, desiring to organize under the laws of the State of Florida, has named Scott L. McMullen, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 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 as provided for in Chapter 608, F.S.


_____, Registered Agent
Scott L. McMullen