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ACCOUNT NO. : 072100000032

REFERENCE : 595390 97371A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 6, 2001

ORDER TIME : 10:20 AM

ORDER NO. : 595390-005

CUSTOMER NO: 97371A

CUSTOMER: Ms. Brenda J. Fenton
Arnstein & Lehr

Suite 600
515 N. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: HIGHWAY ONE, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
12-6-01

**ARTICLES OF ORGANIZATION
FOR
HIGHWAY ONE, LLC**

ARTICLE I - NAME:

The name of the Limited Liability Company is:

HIGHWAY ONE, LLC

ARTICLE II - DURATION:

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement

ARTICLE III - BUSINESS ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

HIGHWAY ONE, LLC
11906 Wilkinson Leas Rd.
Tequesta, FL 33469

ARTICLE IV - REGISTERED AGENT:

The name and street address of the initial registered agent is:

Brian J. Cooke, Esq.
Arnstein & Lehr
515 N. Flagler Drive, Suite 600
West Palm Beach, FL 33401

ARTICLE V - ADDITIONAL MEMBERS:

The Company shall initially have two (2) members. No additional members shall be added except by consent of the owners of a majority of the Membership Interests in the Company.

ARTICLE VI - CONTINUITY OF BUSINESS:

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be as set forth in the Operating Agreement of the Company.

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ARTICLE VII - MANAGEMENT:

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Members whose names and addresses are:

Andrew D'Onofrio
c/o Brian J. Cooke
Arnstein & Lehr
515 N. Flagler Drive, Suite 600
West Palm Beach, FL 33401

James Lysaght
c/o Brian J. Cooke
Arnstein & Lehr
515 N. Flagler Drive, Suite 600
West Palm Beach, FL 33401

ARTICLE VIII - SUBSCRIBER:

The name and address of the person executing these Articles of Organization as the Subscriber of the Company is Brian J. Cooke, Esq., Arnstein & Lehr, 515 N. Flagler Dr., Ste. 600, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5 day of December, 2001.

Print: Brian J. Cooke

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared Brian J. Cooke, personally known to me, or who has produced _____ as identification, to be the person who, as the Subscriber, executed the foregoing Articles of Organization of Highway One, LLC, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 5th day of December, 2001.

Brenda J. Fenton
NOTARY PUBLIC - State of Florida



Brenda J. Fenton
MY COMMISSION # CC962138 EXPIRES
September 3, 2004
BONDED THRU TROY FARM INSURANCE, INC.

Brenda J. Fenton
Name of Notary - Please print

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TALLAHASSEE, FLORIDA

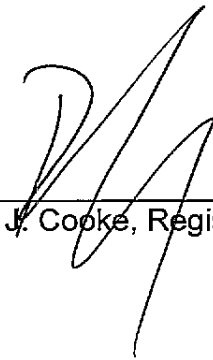
ACCEPTANCE BY REGISTERED AGENT

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.

1. The name of the limited liability company is HIGHWAY ONE, LLC.
2. The name and the Florida street address of the registered agent is:

Brian J. Cooke, Esq.
c/o Arnstein & Lehr
515 N. Flagler Dr., Ste. 600
West Palm Beach, FL 33401

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Brian J. Cooke, Registered Agent

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