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LIMITED LIABILITY COMPANY

Northpark Holdings LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

ARTICLES OF ORGANIZATION OF NORTHPARK HOLDINGS LLC

These Articles of Organization of Northpark Holdings LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

ARTICLE I NAME

The name of the limited liability company formed hereby is Northpark Holdings LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401-6198.

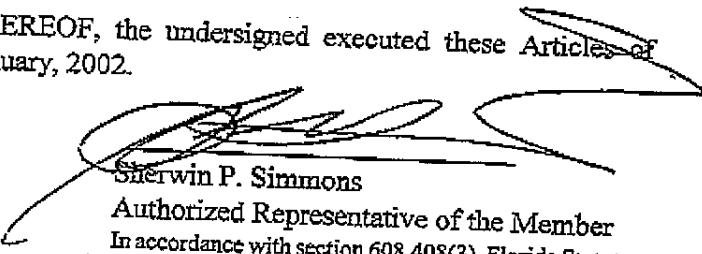
ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Sherwin P. Simmons, P.A., 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

ARTICLE IV MANAGEMENT

The Company is to be managed by its member as set forth in its Operating Agreement and is therefore a member-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 30th day of January, 2002.


Sherwin P. Simmons

Authorized Representative of the Member
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.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is NORTHPARK HOLDINGS LLC.
2. The name and Florida street address of the registered agent and office are:

Sherwin P. Simmons, P.A.
200 S. Biscayne Boulevard
Suite 4000
Miami, Florida 33131

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 in Chapter 608, F.S.

Sherwin P. Simmons, P.A.

By 

Sherwin P. Simmons, President

Date: January 30, 2002

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02 JAN 30