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ACCOUNT NO. : 072100000032

REFERENCE : 402534 9011A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 125.00

ORDER DATE : February 6, 2002

ORDER TIME : 3:59 PM

ORDER NO. : 402534-005

CUSTOMER NO: 9011A

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CUSTOMER: Vicky Witkowski, Legal Asst
Ronald Witkowski, Esq

Suite 202
12798 W. Forrest Hill Blvd.
Wellington, FL 33414

DOMESTIC FILING

NAME: UCCI DEVELOPMENT COMPANY OF
THE PALM BEACHES, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea EXT. 1114

EXAMINER'S INITIALS:

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DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

02 FEB - 6 PM 4:38

RECEIVED

02 FEB - 6 AM 8:39
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TALLAHASSEE, FLORIDA

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AND
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Handwritten signature/initials

**ARTICLES OF ORGANIZATION FOR UCCI DEVELOPMENT COMPANY OF THE
PALM BEACHES, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is UCCI DEVELOPMENT COMPANY OF THE PALM BEACHES, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal official of the Limited Liability Company is 11199 Polo Club Road, Ste. "D", Wellington, FL 33414.

**ARTICLE III - Registered Agent, Registered Office, and
Registered Agent's Signature:**

The name and Florida street address of the registered agent are:

Ronald Witkowski, Esq.
11199 Polo Club Road, Ste. "D"
Wellington, FL 33414

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.

By: 
Ronald Witkowski, Esq., Registered Agent

ARTICLE IV - 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 and in the Operating Agreement of the Company.

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SECRETARY OF STATE
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AND
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ARTICLE V - Management:

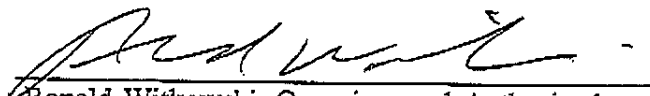
The Limited Liability Company is to be managed by a Manager, and the initial Manager is Andrea Ucci, 11199 Polo Club Road, Ste. "D", Wellington, FL 33414, who shall serve until the first meeting of Members, or until her successor is elected and qualified.

ARTICLE VI - Admission of Additional 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 said interest approve of the proposed transfer by unanimous written consent.

Article VII - Members Rights to Continue Business:

The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively "Withdrawal"), as long as there is at least one (1) remaining member, and the remaining member(s) agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.


Ronald Witkowski, Organizer and Authorized
Representative of the Member

Ronald Witkowski, Esq., Authorized Representative
Typed or printed name of signer

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