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April 12, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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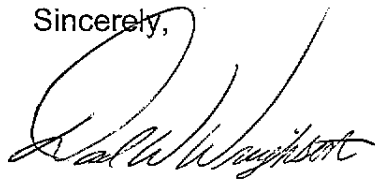
RE: FCM Real Estate, LLC
Our File No. 5404.1

Dear sir or madam:

Enclosed herewith please find an original and a copy of the fully executed Articles of Organization of FMC Real Estate, LLC for filing, together with a check in the amount of \$155.00, representing the filing fee and the fee for a certified copy of the Articles.

Thank you for your assistance.

Sincerely,



Mario G. de Mendoza, III

DAVID W. WRIGHTSON
1601 Forum Place, Ste. 1002
West Palm Beach, FL 33401

MGMIII:hr
Enclosures

02 APR 18 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

4-23-02

MGMIII:hr
5404.1
04/11/02

FCM REAL ESTATE, LLC
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provision of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, states the following:

ARTICLE I - NAME

The name of the Limited Liability Company is "FCM Real Estate, LLC"

ARTICLE II - PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of execution of these Articles of Organization until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to acquire, develop, manage and sell real property, as well as to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business in Florida for the Limited Liability Company is: 1601 Forum Place, Suite 1002, West Palm Beach, Florida 33401.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is: David W. Wrightson, 1601 Forum Place, Suite 1002, West Palm Beach, Florida 33401.

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STATE OF FLORIDA
DEPARTMENT OF
HUMAN RESOURCES

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AND
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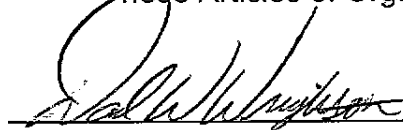
ARTICLE VI - ADDITIONAL MEMBERS

Members may be admitted to the Limited Liability Company only upon the unanimous agreement of the then existing members.

ARTICLE VII - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the person who is to serve as the initial manager is: David W. Wrightson, 1601 Forum Place, Suite 1002, West Palm Beach, Florida 33401.

These Articles of Organization were executed this 16 day of April, 2002.



DAVID W. WRIGHTSON, authorized representative
of members

~~STATE OF FLORIDA~~ *STATE OF MASSACHUSETTS*
~~COUNTY OF PALM BEACH~~ *COUNTY OF BARNSTABLE*

On this 16 day of April, 2002, before me personally appeared DAVID W. WRIGHTSON, as the authorized representative of the members of FCM Real Estate, LLC, a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and who acknowledged before me that he executed the same for the purposes expressed therein. He is personally known to me, or has produced LICENSE FROM CALIFORNIA as identification, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

(Notary Seal)



Doris J. Chisholm
Notary Public

Commission No.: _____

Commission expires: _____

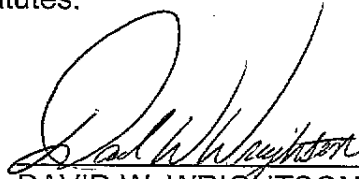
DORIS J. CHISHOLM
NOTARY PUBLIC
My Commission Expires Oct 21, 2005

APPROVED
AND
FILED

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CLERK OF SUPERIOR COURT
BARNSTABLE COUNTY
MASSACHUSETTS

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for FCM Real Estate, LLC, a Florida Limited Liability Company, I hereby accept the appointment as registered agent. I am familiar with and agree to accept the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.



DAVID W. WRIGHTSON
1601 Forum Place, Suite 1002
West Palm Beach, Florida 33401

Date: 4/12/02

APPROVE
AND
FILE

02 APR 18 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA