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Gunster Yoakley
ATTORNEYS AT LAW

OUR FILE NUMBER: 60016748.00008
WRITER'S DIRECT DIAL NUMBER: (772) 288-1980

June 6, 2002

VIA FEDERAL EXPRESS

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Corporate Records
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization; 2363 LLC

EFFECTIVE DATE
6-1-02

Dear Corporate Specialist:

Enclosed for filing please find one original Articles of Organization of 2363 LLC. Upon filing, please provide a Certificate of Status to the undersigned. Please note that these Articles of Organization are to be effective as of June 1, 2002.

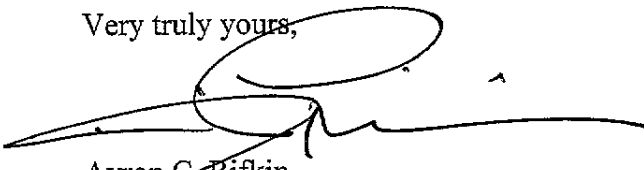
Also enclosed is our check in the amount of \$130.00 as payment of the following fees:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certificate of Status	<u>5.00</u>
	\$130.00

FILED
02 JUN -7 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Avron C. Rifkin

ACR/lis
Enclosures/174549.1

cc: Mr. Richard C. Geisinger, Jr.

6/11/02

**ARTICLES OF ORGANIZATION
of
2363 LLC**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY CERTIFY that I desire to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

The effective date of these Articles shall be June 1, 2002.

1. NAME: The name of the limited liability company shall be 2363 LLC, and its principal place of business shall be in the County of Martin, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

2. PURPOSES AND POWERS: The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

(a) To engage in any activity or business authorized under the Florida Statutes.

(b) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things therein set forth to the same extent as a natural person might or could do.

(c) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(d) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(e) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under

contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

(g) The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

3. LIMITED LIABILITY COMPANY POWERS: All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the member of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member(s) of the limited liability company.

4. DURATION: This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the member(s).

5. PRINCIPAL PLACE OF BUSINESS: The principal office of this limited liability company shall be located at 2363 S. E. Ocean Boulevard, Stuart, Florida 34996.

6. MANAGEMENT: This limited liability company shall be managed by the member. The name and address of the person who shall serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

RICHARD C. GEISINGER, Jr. 2363 S. E. Ocean Boulevard
Stuart, Florida 34996

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TALLAHASSEE, FLORIDA

7. **INITIAL REGISTERED OFFICE AND REGISTERED AGENT:** The address of the initial registered office of the limited liability company is 800 S. E. Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996, and the name of its initial registered agent at such address is Avron C. Rifkin, Esq.

8. **RESTRICTIONS ON MEMBERSHIP:**

(a) The member(s) shall have the right to admit new members by unanimous consent. Contributions required of new member(s) shall be determined as of the time of admission to the limited liability company.

(b) A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all member(s).

(c) Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

THE UNDERSIGNED, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of 2363 LLC.

EXECUTED by the undersigned at Stuart, Florida on June 5, 2002.



RICHARD C. GEISENGER, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: 2363 LLC.
2. The name and address of the registered agent and office is:

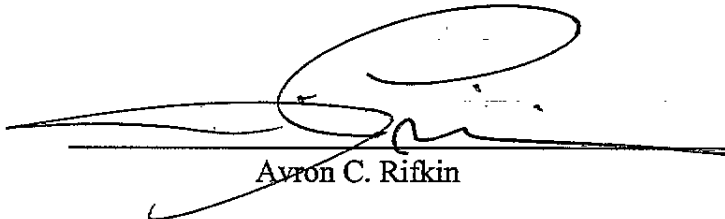
Avron C. Rifkin, Esq.
800 S. E. Monterey Commons Boulevard, Suite 200
Stuart, Florida 34996

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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.

Dated: June 5, 2002



Avron C. Rifkin

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