ACCOUNT NO. : 072100000032

REFERENCE : 635021

79840A

AUTHORIZATION : '

COST LIMIT : \$ 125.00

ORDER DATE: June 21, 2002

ORDER TIME : 4:02 PM

ORDER NO. : 635021-005

CUSTOMER NO: 79840A

400005940994--2 :

CUSTOMER: John Manfreda, Esq

Gebhardt & Kiefer

1318 Route 31 P.o. Box 4001

Clinton, NJ 08809

DOMESTIC FILING

NAME:

PANTHEON PROPERTIES LLC

EFFECTIVE DATE:

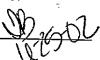
ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___CERTIFIED COPY ___ PLAIN STAMPED COPY ____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:



PAGE

ID:6098827208

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PANTHEON PROPERTIES LLC

ARTICLE II - Address: 2

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

8454 SE LAGOON DRIVE, HOBE SOUND, FLORIDA 33455

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Name	
8454 SE LAGOON DRIVE Florida street address (P.O. Box NOT acceptable)	-
HOBE SOUND FL 33455 City, State, and Zip	

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.

Registered Agent's Signature Article IV - Management (Check box if applicable.) The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company. (An additional article must be added if an effective date is requested) Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penaltics of perjury that the facts stated herein are true.)

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

S 25.00 Designation of Registered Agent

5 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of PANTHEON PROPERTIES LLC

(the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this aby of

WITNESS:

Barbara Zapka

BARBARA ZAPKO

Print Name of Witness

tuthing sed

Signature

Steven Gruenbe

Print Name of Witness

JUS 21. PH 1:5