CAPITAL CONNECTION, INC. ² 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 000007801060--0 -09/17/02--01047--013 ****155.00 ****155.00 Art of Inc. File_____ LTD Partnership File_____ Poreign Corp. File_____ L.C. File__ Fictitious Name File_____ Trade/Service Mark_____ Merger File_ Art. of Amend. File_____ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement Cert. Copy_ Photo Copy__ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name Corp Record Search Officer Search_ Fictitious Search_ Fictitious Owner Search Signature Vehicle Search_ Driving Record_ UCC 1 or 3 File_ Requested by:

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ARTICLES OF ORGANIZATION OF CORSET ISLAND HOLDINGS, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is: Corset Island Holdings, LLC (the "Company").

ARTICLE II - Address:

The mailing and street address of the principal office of the company is: 2401 PGA Blvd., Suite 110, Palm Beach Gardens, Florida 33410.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by the managing member, the name and address of which is:

Textor Second Tier Limited Partnership 318 North Carson Street, Suite 214 Carson City, NV 89701 FILED

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ARTICLE V - Admission of Additional Members:

Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Act.

ARTICLE VI - Members' Rights to Continue Business:

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event the

Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MANAGING MEMBER:

TEXTOR SECOND TIER LIMITED PARTNERSHIP, Managing Member

By: TEXTOR SECOND TIER, INC.,

its General Partner

John C. Text

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILTY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Corset Island Holdings, LLC
- 2. The address of the registered agent and office is: ROBERT S. KRAMER, 853 SE Monterey Commons Blvd., Stuart, Florida 34996.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

Robert S. Kramer, Registered Agent