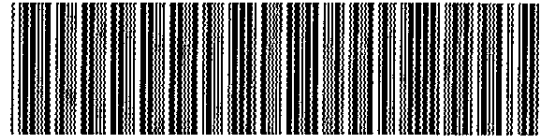


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STEVEN C. ELKIN  
E-MAIL: [SELKIN@FWBLAW.NET](mailto:SELKIN@FWBLAW.NET)

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JOSEPH ROSEN  
MARC A. SILVERMAN  
ROBERT T. SLATOFF  
STEVEN A. WEINBERG

January 6, 2003

**Via Federal Express**  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

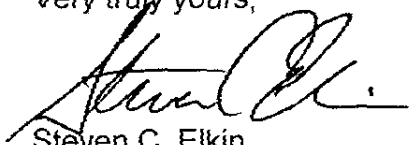
Re: Mega Partners Development, LLC  
My File No.: 8201.005

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization for Mega Partners Development, LLC, and a check for \$130 representing the filing fee, the designation of registered agent and a certificate of status. Please file the enclosed and return the certificate of status and a stamped copy marked "filed." I have enclosed a second copy for this purpose. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,



Steven C. Elkin  
For the Firm

SCE/ajl  
Enclosures  
cc: Mr. Alan Hooper (w/encl., via U.S. Mail)

**ARTICLES OF ORGANIZATION  
OF  
MEGA PARTNERS DEVELOPMENT, LLC**

FILED  
03 JAN -9 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of this limited liability company is:

Mega Partners Development, LLC

**ARTICLE II  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

202 S.W. 2<sup>nd</sup> Street, Suite C  
Fort Lauderdale, Florida 33301

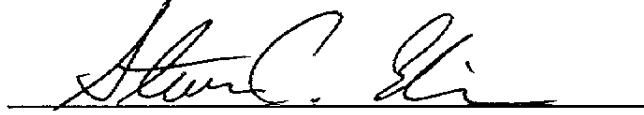
**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED  
AGENT'S SIGNATURE**

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

Steven C. Elkin, Esq.  
Frank, Weinberg & Black, P.L.  
7805 S.W. 6<sup>th</sup> Court  
Plantation, FL 33324

Prepared By: Steven C. Elkin, Esq.  
Bar No. 712566  
Frank, Weinberg & Black, P.L.  
7805 S.W. 6<sup>th</sup> Court  
Plantation, FL 33324  
(954) 474-8000

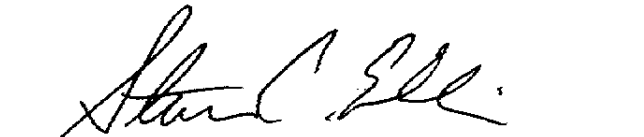
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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., FLORIDA.



Registered Agent's Signature

#### ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.



Signature of a member or an authorized representative of a member.

Steven C. Elkin, Authorized Representative of the Members

Typed or printed name of signee

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)