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2003 MAY 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 16 2003

JULES PEARLSTINE, P.A.

2101 Corporate Boulevard, Suite 101, Boca Raton, Florida 33431
Telephone (561) 998-1773, Facsimile (561) 998-0810

May 7, 2003

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

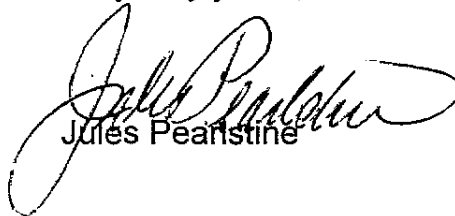
Re: Avalon LLC

Gentlemen:

I am enclosing herein the Articles of Incorporation of Avalon LLC and a check for \$160 to cover the filing and the furnishing of two (2) certified copies of the Articles as filed creating this company, which includes the filing fee pursuant to Section 608.452 plus a check for \$25.00 for a certificate designating the registered agent.

If you have any questions, don't hesitate to call the undersigned or my secretary, Michele Gomez, at (561) 998-1773. Our fax number is (561) 998-0810.

Very truly yours,


Jules Pearlstine

JP:mrg
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

AVALON LLC

ARTICLE 1

The name of the Limited Liability Company (hereinafter called the "Limited Liability Company") is AVALON LLC.

ARTICLE 2

The address of the principal office and mailing address of the Limited Liability Company is ~~199 E. McNab Road, Pompano Beach, Florida 33060.~~

King of Prussia, PA - 19406

ARTICLE 3

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE 4

The Limited Liability Company is managed by the Manager and the name and address of such person who is to serve as a Manager is DOUGLAS DAVIS, ~~199 E. McNab Road, Pompano Beach, Florida 33060.~~

w/copy to :

ARTICLE 5

Additional members may be admitted and the terms and conditions of such admissions shall require the vote of all existing members and shall be conditioned on the new members agreement to abide by all existing agreements of the members regarding the conduct of the company.

ARTICLE 6

The remaining members of the company have the right to continue the business in the event of the termination of the company at any time due to death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the company provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

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199 E. MCNABB RD.
POMPAHO BEACH FLA.
310 Cypress Circle
33060

199 E. MCNABB RD
POMPAHO BEACH, FLA. 33060
310 CYPRESS CIRCLE
King of PRUSSIA, PA.
19406

ARTICLE 7

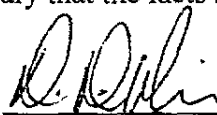
The undersigned member or authorized representative of a member of AVALON LLC certifies:

1. The above named Limited Liability Company has at least 1 member;
2. The total amount of cash contributed by the members is \$0.00.
3. If any of the agreed value of the property other than cash contributed by the members is \$1,896,000.00.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$1,896,000.00 (this total includes amounts from 2 and 3 above).



**Signature of a Member or an Authorized
Representative of a Member**

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



Douglas Davis

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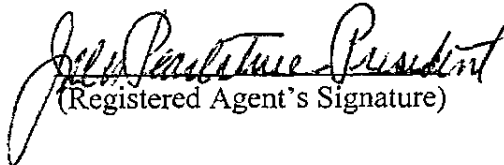
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: AVALON LLC
2. The name and the Florida street address of the registered agent and office are:

JULES PEARLSTINE, PA
2101 Corporate Blvd., Suite 101
Boca Raton, Florida 33431

Having been named as the 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.


(Registered Agent's Signature)

Date: May 6, 2003

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