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LIMITED LIABILITY COMPANY

FCC HOLDINGS, LLC

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## ARTICLES OF ORGANIZATION

### OF

### FCC HOLDINGS, LLC

These Articles of Organization of FCC Holdings, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

#### ARTICLE I NAME

The name of the limited liability company formed hereby is FCC HOLDINGS, LLC.

#### ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is 340 Royal Poinciana Way, Ste. #305, Palm Beach, Florida 33480.

#### ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 South Biscayne Boulevard, 3<sup>rd</sup> Floor, Miami, Florida 33131.

#### ARTICLE IV MANAGEMENT

The Company is to be manager-managed as set forth in its Operating Agreement.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 31<sup>st</sup> day of July, 2003.

By:   
Richard N. Bernstein  
Authorized Representative of the Member

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

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

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

- (1) The name of the limited liability company is FCC Holdings, LLC.
- (2) The name of the Florida street address of the registered agent and office are:

*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 the 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 in Chapter 608, F.S.*

Peninsula Registered Agents, Inc.

By: *Debra Palmisano*  
Debra Palmisano, Vice President

Date: July 31, 2003