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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

watermark capital partners, l.l.c.

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ARTICLES OF ORGANIZATION

OF

WATERMARK CAPITAL PARTNERS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be WATERMARK CAPITAL PARTNERS, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 206 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is OSCAR J. VILA, III., at 2 ALHAMBRA PLAZA, SUITE 800, CORAL GABLES, FLORIDA 33134.

THIS INSTRUMENT PREPARED BY:

Oscar J. Vila, III., Esquire
Vila, Padron & Diaz, P.A.
2 Alhambra Plaza, Suite 800
CORAL GABLES, FL 33134
TELEPHONE (305) 481-4888
FLORIDA BAR #899976

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ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are:

**BARRY MILLER
GEORGE CAMPBELL
DAVID SIGLER**

ARTICLE IX - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami, Florida, on this _____ day of August, 2003.


GEORGE CAMPBELL
MEMBER

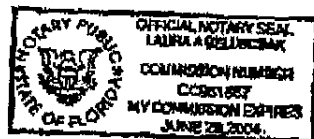
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
)
) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared GEORGE CAMPBELL who produced his DL NO. _____ and as organizer, executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of August, 2003.




NOTARY PUBLIC
STATE OF FLORIDA

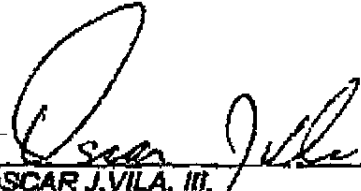
My Commission Expires: June 28, 2004

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of WATERMARK CAPITAL PARTNERS, L.L.C. as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.


 OSCAR J. VILA, III.
 Registered Agent


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

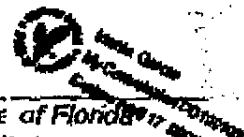
} ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared OSCAR J. VILA, III. known to me and known by me to be the person, who, as registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of August, 2003.


 NOTARY PUBLIC, State of Florida
 Printed Name of Notary Public

My Commission Expires:



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APPROVED
ALL
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