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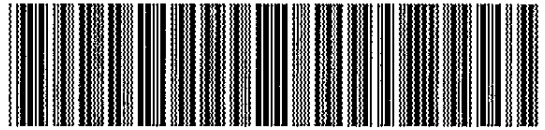
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March 8, 2004

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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Spring Street, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF ORGANIZATION OF
SPRING STREET, LLC**

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the limited liability company is **Spring Street, LLC** ("Company").

ARTICLE II

Address

The mailing and street address of the Company's principal office is 711 SE St. Lucie Blvd., Stuart, Florida 34996.

ARTICLE III

Duration

The period of duration for the Company is perpetual beginning on the date of Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Joseph C. Kempe, Esquire and the address is located at Joseph C. Kempe, Professional Association, Attorneys and Counselors at Law, 941 North Highway A1A, Jupiter, Florida 33477.

ARTICLE V

Management

The Company is to be managed by the Managing Member. The Managing Member is identified as follows:

Rego Holdings Limited Partnership
711 SE St. Lucie Blvd
Stuart, Florida 34996

ARTICLE VI

Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed; and
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as the object, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE VII
Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

The remaining members of the Company have the right to continue the business on the death, retirement or resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IX
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 27 day of JANUARY, 2004 at Jupiter, Florida.

~~_____~~
AUTHORIZED REPRESENTATIVE:

~~_____~~
Joseph C. Kempe, Esquire
Attorney for Company

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

Spring Street, LLC, a Florida Limited Liability Company, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Organization, State of Florida, has named:

Agent
Joseph C. Kempe, Esquire

Address
Joseph C. Kempe, Prof. Assoc.
941 North Highway A1A
Jupiter, Florida 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept, the obligations of a registered agent as provided in Florida Statutes, Chapter 608.

Dated: 1/27, 2004



Joseph C. Kempe, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of JANUARY, 2004, by Joseph C. Kempe, Esquire

[] who is personally known to me.
[] or who has produced _____ as identification.

and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

(Print name of Notary Public
Commission Number

