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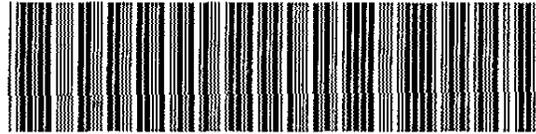
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 486637 5015487  
AUTHORIZATION : *Patricia Pajels*  
COST LIMIT : \$ 185.00

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ORDER DATE : March 10, 2004  
ORDER TIME : 2:0 PM  
ORDER NO. : 486637-005  
CUSTOMER NO: 5015487  
CUSTOMER: Ms. Linda Perry Zagray  
White & Brown, P.a.

Suite 102  
9000 Southwest 152 Street  
Miami, FL 33157

DOMESTIC FILING

NAME: PALM DEVELOPERS, LLC

EFFECTIVE DATE:

- \_\_\_\_\_ ARTICLES OF INCORPORATION
- \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP
- XX \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX \_\_\_\_\_ CERTIFIED COPIES (2)
- \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION**  
of  
**PALM DEVELOPERS, LLC.**  
a Florida Limited Liability Company

**ARTICLE I. NAME.**

The name of the Limited Liability Company is: **PALM DEVELOPERS, LLC**

**ARTICLE II. ADDRESS.**

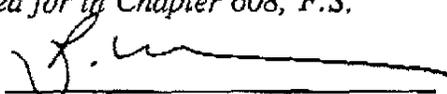
The mailing address and street address of the principal office of the Limited Liability Company is c/o Orion Investment & Management Ltd. Corp., 9000 SW 152<sup>nd</sup> St., Ste. 106, Miami, FL 33157.

**ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.**

The name and Florida street address of the Registered Agent are:

B. Mackay Brown, Esq.  
c/o White & Brown, P.A.  
9000 SW 152<sup>nd</sup> St., Ste. 102  
Miami, FL 33157

*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.*

  
B. MACKAY BROWN

**ARTICLE IV. MANAGEMENT**

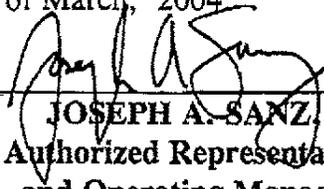
The Limited Liability Company is to be managed by one manager or more managers, and is, therefore a manager - managed company. The managers names and addresses are as follows:

Joseph A. Sanz  
c/o Orion Investment & Management  
Ltd. Corp.  
9000 SW 152<sup>nd</sup> St., Ste. 106  
Miami, FL 33157

Norman J. Buhrmaster  
c/o Orion Investment & Management  
Ltd. Corp.  
9000 SW 152<sup>nd</sup> St., Ste. 106  
Miami, FL 33157

*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.*

Executed this 10th day of March, 2004

  
\_\_\_\_\_  
**JOSEPH A. SANZ**  
**Authorized Representative**  
**and Operating Manager**