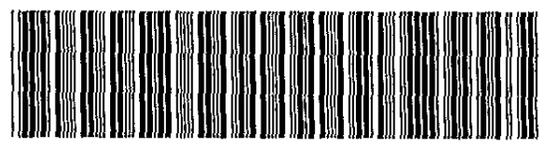


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ACCOUNT NO. : 072100000032

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AUTHORIZATION :

Patricia Pajuts

COST LIMIT : \$ 125.00

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ORDER DATE : March 18, 2004

ORDER TIME : 8:22 AM

ORDER NO. : 507520-010

CUSTOMER NO: 81900A

CUSTOMER: Mr. Herbert C. Gibson
Gibson & Loggins Pa

Suite 400
303 Banyan Boulevard
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ROSEWOOD II, LLC

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
ROSEWOOD II, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Chapter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

1.1. The name of the limited liability company shall be ROSEWOOD II, LLC, and its principal place office and mailing address shall be located at 4201 Westgate Avenue, Unit B-1, West Palm Beach FL 33409, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

2.1. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1.1. To engage in any activity or business authorized under the Florida Statutes.

2.1.2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.1.3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired; to purchase, sell, receive, lease, or otherwise acquire, own, hold, improve, or use, or otherwise deal in or with real or personal property wherever situated; to sell, convey, mortgage, pledge, encumber, create a security interest

in, lease, exchange, or transfer, or otherwise dispose of all or any part of its real, personal, tangible or intangible property or assets.

2.1.4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.1.5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.1.6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.2. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause, shall except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clauses. They shall be regarded as independent purposes and powers.

2.3. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry out, exercise, or do.

ARTICLE III EXERCISE OF POWERS

3.1. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

4. 1. This limited liability company shall be managed by one or more managers, or designated managing members. The name and address of the persons who shall serve until the first annual meeting of members or until successor(s) are elected and qualified are as follows:

Cartier Realty, Inc. (Managing Member)	4201 Westgate Avenue, Unit B-1 West Palm Beach FL 33409
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Pete Cartier	4201 Westgate Avenue, Unit B-1 West Palm Beach FL 33409
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ARTICLE V MEMBERSHIP RESTRICTIONS

5.1. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

5.3. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued relationship of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLES VI CAPITAL CONTRIBUTIONS

6.1. Capital contributions in the amount of \$100.00 cash shall be paid to the limited

liability company by the members of as follows:

Cartier Realty, Inc.	\$ 1.00	-	1%
Pete Cartier	\$ 99.00	-	99%

7.1. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company including repayment of all obligations to Cartier Realty, Inc.. Each member shall be entitled to share in the profits pro rata in accordance with their respective capital contributions as set forth above, unless distribution is otherwise agreed upon by the members. The distributive share of the profits shall be determined and paid to the members on or before December 31 of each year, unless the members by majority vote (one vote being given for each dollar of capital contributed) select another date.

7.2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members pro rata in accordance with their respective capital contributions as set forth above, unless otherwise agreed upon by the members..

ARTICLE VIII DURATION

8.1. This limited liability company shall exist until December 31, 2033, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

9.1. The address of the initial registered office of the limited liability company is 4201 Westgate Avenue, Unit B-1, West Palm Beach FL 33409, and the name of the company's initial registered agent at that address is Pete Cartier.

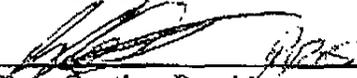
9.2. The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ROSEWOOD II, LLC.

Executed by the undersigned at West Palm Beach, Florida, on the 18th day of March

2004.

ROSEWOOD II, LLC

By: CARTIER REALTY, INC.,
a Florida corporation
Managing Member

By: 
Pete Cartier, President


Pete Cartier

ROSEWOOD II, LLC
a Florida limited liability company

**REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE:**

Pete Cartier
4201 Westgate Avenue, Unit B-1
West Palm Beach FL 33409

Having been named as registered agent and to accept service of process for the above state 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for ROSEWOOD II, LLC, as provided for in Chapter 608, Florida Statutes.


Pete Cartier