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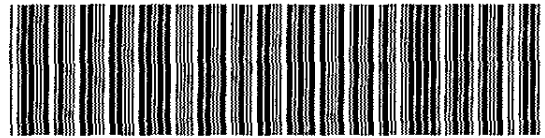
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 597003 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : April 28, 2004

ORDER TIME : 12:07 PM

ORDER NO. : 597003-010

CUSTOMER NO: 81491A

CUSTOMER: Larry B. Alexander, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ELLIOT SLAVIS, LLC

EFFECTIVE DATE:

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

File together

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY (OF THE COMPLETED FILING)
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:


FIRST: The name of the unincorporated business immediately prior to filing this document was: ELLIOT SLAVIS, L.P., a New York limited partnership.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: May 12, 2000
- B. Jurisdiction: New York
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

ELLIOT SLAVIS, LLC



Signature of a Member or an Authorized Representative of a
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.)

Larry B. Alexander

Typed or Printed Name of Signee

**ARTICLES OF ORGANIZATION
OF
ELLIOT SLAVIS, LLC**

A Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

ARTICLE I

Name

The name of the Limited Liability Company is Elliot Slavis, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 2760 South Ocean Boulevard, Palm Beach, Florida 33480.

ARTICLE III

Registered Agent and Registered Office

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

Jones Foster Service, LLC
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE IV

Management

The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.

ARTICLE V

Commencement

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

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.

Date: _____

4-27-04



Larry B. Alexander

(Signature of a member or an
authorized representative of a member)

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That Elliot Slavis, LLC, desiring to organize under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Jones Foster Service, LLC

By: 
Larry B. Alexander, Member