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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Conti & Associates Development Partners, LLC

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MESSAGE Conti & Associates H040001135083

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CONTI & ASSOCIATES DEVELOPMENT PARTNERS, LLC

ARTICLE I - NAME

The name of the limited liability company is CONTI & ASSOCIATES DEVELOPMENT PARTNERS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 9751 East Bay Harbor Drive, Suite 1204, Bay Harbor Islands, Florida 33154.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI
MANAGEMENT

The Company is to be member managed.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

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ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

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TALLAHASSEE, FLORIDA

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Conti & Associates Development Partners, LLC has executed these Articles of Organization as of May 26th, 2004.

By: 

Abigail C. Watts-FitzGerald
Authorized Representative

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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

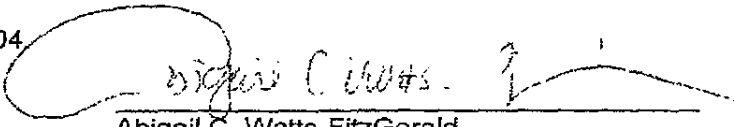
WITNESSETH:

That CONTI & ASSOCIATES DEVELOPMENT PARTNERS, LLC desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 26th day of May, 2004


Abigail C. Watts-FitzGerald
Registered Agent

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