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MCCARTHY, SUMMERS et al

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
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Account Name : MCCARTHY, SUMMERS, BOBKO, WOOD, SAWYER & PERRY, P.A.

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

DBC Florida Holdings #1, L.L.C.

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September 17, 2004

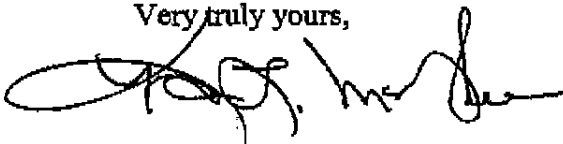
Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

Re: Articles of Organization For DBC Florida Holdings #1, L.L.C.

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Organization for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,



Karen L. McGhee, CLA
Certified Paralegal
/klm
Enclosure

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

DBC FLORIDA HOLDINGS #1, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall:

Continue until December 31, 2054, unless sooner terminated by operation of law or in accordance with the Regulations of the Limited Liability Company, or as reestablished after such primary term for such additional period as is determined by the Members.

ARTICLE III - Address:

The mailing address of the principal office of the Limited Liability Company is:

6 Old Katonah Road, Katonah, NY 10536

The street address of the principal office of the Limited Liability Company is:

6 Old Katonah Road, Katonah, NY 10536

ARTICLE IV - Registered Agent/Address

The name and address of the registered agent is:

Kenneth A. Norman
2400 S.E. Federal Highway, Fourth Floor
Stuart, Florida 34994

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ARTICLE V - Additional Members

2004 SEP 17 P 12:51

Additional Members may be admitted to the Limited Liability Company upon the unanimous vote of the Limited Liability Company's members.

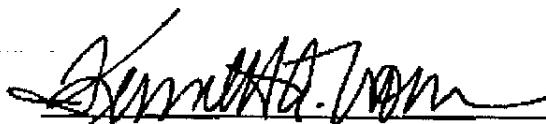
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VI - Continuation of Business**

Upon the withdrawal of a Member, the remaining members owning at least sixty-six and two-thirds percent (66 2/3%) of the interests in the Limited Liability Company then owned by all remaining Members (by written consent of each of such Members) may elect to continue the business.

ARTICLE VII - Management:

The Limited Liability Company is to be managed by a Manager and is therefore a manager-managed company. The name and address of the initial Manager is:

David B. Chase
6 Old Katonah Road
Katonah, NY 10536

Dated: Sept. 17, 2004
Kenneth A. Norman, Authorized Representative

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED
OFFICE

2004 SEP 17 P 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: DBC FLORIDA HOLDINGS #1, L.L.C.
2. The name and address of the registered agent and office is:

Kenneth A. Norman
(Name)

2400 S.E. Federal Highway


Fourth Floor
(P.O. Box not acceptable)

Stuart, Florida 34994
(City/State/Zip)

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, Kenneth A. Norman hereby accepts the appointment as registered agent and agrees to act in this capacity. Kenneth A. Norman further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: Sept. 17, 2004

REGISTERED AGENT:


Kenneth A. Norman

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