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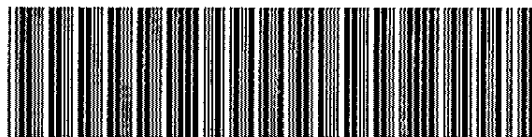
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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 128038 4133D

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 155.00

ORDER DATE : January 6, 2005

ORDER TIME : 2:30 PM

ORDER NO. : 128038-005

CUSTOMER NO: 4133D

CUSTOMER: Ms. Sabrina Bauer
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BUTTERS CAPITAL II, LLC

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

BUTTERS CAPITAL II, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be BUTTERS CAPITAL II, LLC (the "Company"). The principal place of business and mailing address of the Company in Florida shall be 4811 Lyons Technology Parkway, Suite 6, Coconut Creek, Florida 33073.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved in accordance with the laws of the State of Florida.

ARTICLE III
PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida to carry on any lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of, or incidental to, any or all of the purposes and objects hereinbefore enumerated.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida is:

Name

Address

Malcolm Butters

4811 Lyons Technology Parkway
Suite 6
Coconut Creek, Florida 33073

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ARTICLE V
ADMISSION OF NEW MEMBERS

The addition of a new member to the Company shall be governed by the Operating Agreement.

ARTICLE VII
VOTING RIGHTS

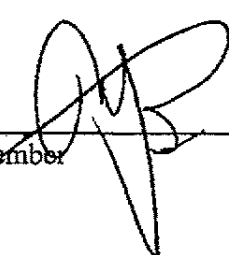
Each member's vote shall be governed by the Operating Agreement of the Company.

ARTICLE VIII
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 5 day of JANUARY, 2005.

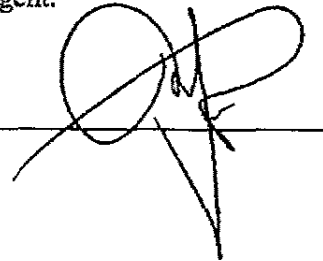
Malcolm Butters, Member



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Butters Capital II, LLC at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent Florida Statutes, 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.

Malcolm Butters

A handwritten signature in black ink, appearing to be 'MB', is written over a horizontal line. The signature is stylized with a large loop and a long, sweeping stroke.