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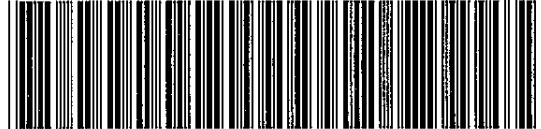
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J. BRYAN JAN 18-2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 148756 7199111

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : January 18, 2005

ORDER TIME : 10:59 AM

ORDER NO. : 148756-005

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
Seth E. Ellis, P.a.

Suite 190
2385 Executive Center Drive
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: BOCA-MIAMI, L.L.C.

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: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

**FOR
BOCA-MIAMI, L.L.C.**

ARTICLE I
Name

The name of the Limited Liability Company is **BOCA-MIAMI, L.L.C.**

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431.

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Limited Liability Company Act.

ARTICLE V

Registered Agent

The street address of the initial registered office of the Limited Liability Company shall be **SETH E. ELLIS, P.A.**, 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431, and the name of the initial registered agent of the Limited Liability Company at that address is Seth E. Ellis, Esq.

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ARTICLE VI

Management

The Limited Liability Company is to be managed by its members and the names and address of the members are:

1. Michael DiStasio
1587 Liberty Street
Braintree, MA 02184
2. Andal Corporation, Inc.
225 King Street, Suite 400
Frederickton, Canada E3B1E1

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ANDAL CORPORATION
TALLAHASSEE, FLORIDA

ARTICLE VII

Voting Rights

Any and all management decisions made with respect to BOCA-MIAMI, L.L.C. shall require a super-majority vote of the members thereof. For purposes hereunder, a super-majority vote shall be seventy-five percent (75%).

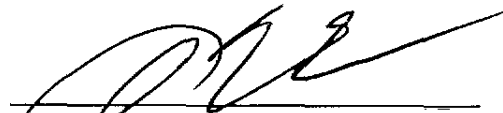
The initial membership interests of BOCA-MIAMI, L.L.C. shall be Michael DiStasio as to a one-third (1/3) membership interest and Andal Corporation, Inc. as to a two-thirds (2/3) membership interest.

ARTICLE VIII

Effective Date

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of January 14, 2005 which is within five (5) business days prior to the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of BOCA-MIAMI, L.L.C.
hereby executes these articles of organization on this 17 day of January, 2005.


Seth E. Ellis, Esq., attorney-in-fact

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the Limited Liability Company is **BOCA-MIAMI, L.L.C.**
2. The name and the Florida street address of the registered agent and office are

Seth E. Ellis, Esquire
SETH E. ELLIS, P.A.,
2385 Executive Center Drive, Suite 190
Boca Raton, FL 33431

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DM, JST, A CORPORATION
TALLAHASSEE, FLORIDA

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.


SETH E. ELLIS, ESQ.