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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 178275 9643A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigute

ORDER DATE : February 1, 2005

ORDER TIME : 10:04 AM

ORDER NO. : 178275-015

CUSTOMER NO: 9643A

CUSTOMER: Ms. Jane Breyer
Sachs, Sax & Klein, P.a.

Suite 4150
301 Yamato Road
Boca Raton, FL 33431

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05 FEB - 8 PII 2:36
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: WAG CF ZEPHYRHILLS LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
WAG CF Zephyrhills LLC**

05 FEB -8 PM 2:36
STATE OF FLORIDA
TALLAHASSEE

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is: **WAG CF Zephyrhills LLC**

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be: 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be: Peter H. Collins, c/o WAG Management LLC, 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487.

ARTICLE VI

This Limited Liability Company shall be managed by its members. The operating agreement shall be hereafter amended so to provide if the Company shall be managed otherwise.

ARTICLE VII

The name and mailing and street address of the member of the Limited Liability Company is Peter H. Collins, c/o WAG Management LLC, 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487.

ARTICLE VIII

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE IX

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE X

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

ARTICLE XI


This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

WAG CF Zephyrhills LLC

Date: February 7, 2005

By: 
WAG Management LLC
Peter H. Collins
Managing Member

**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:

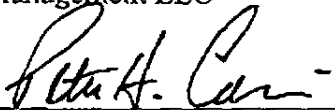
WAG CF Zephyrhills LLC

2. The name and the Florida street address of the registered agent are:

Peter H. Collins
c/o WAG Management LLC
8000 North Federal Highway
Suite 320
Boca Raton, Florida 33487

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.

WAG Management LLC



By: Peter H. Collins
Managing Manager

Date: February 7, 2005