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ACCOUNT NO. : 072100000032

REFERENCE : 902521 4330594

AUTHORIZATION :

COST LIMIT : *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 1 AM 9:40

ORDER DATE : April 1, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 902521

CUSTOMER NO: 4330594

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1350.00 *337.50

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: RLP PARTNERS, L.C.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

4/3

**ARTICLES OF ORGANIZATION
OF
RLP PARTNERS, L.C.**

FILED
SECRETARY OF COMMERCE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be RLP Partners, L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence effective as of the 25th day of March, 1996. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company, except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company (other than the member proposing to dispose of his, her or its interest) approve of the proposed transfer by unanimous written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there are at least two (2) remaining members.

ARTICLE X. MANAGEMENT

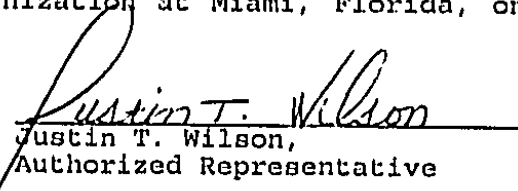
The management of the Company shall be vested in its members in proportion to their contributions to the capital of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, in accordance with the Regulations. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The names and addresses of the two (2) managing members of the Company are:

<u>Name</u>	<u>Address</u>
Rick S. Lassiter	c/o A Z Registered Agent Corporation 2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133
Peter L. Borges	c/o A Z Registered Agent Corporation 2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 29th day of March, 1996.


Justin T. Wilson,
Authorized Representative

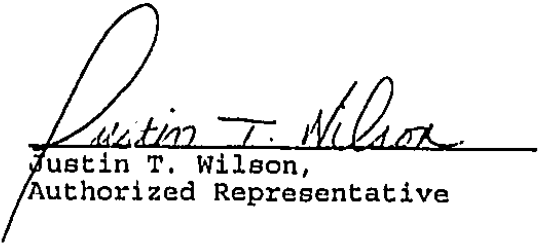
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of RLP Partners, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash being contributed by the members at this time is One Thousand Dollars (\$1,000.00).
3. The agreed value of the property, other than cash, contributed by the members, if any, is zero (\$0).
4. The total amount of contributions anticipated to be contributed by members is One Thousand Dollars (\$1,000.00). This total includes amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: March 29, 1996


Justin T. Wilson,
Authorized Representative

In accordance with Section 608.408(3) of the Florida Statutes, the execution of this Affidavit of Membership and Contributions by the authorized representative of a member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of RLP Partners, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position as registered agent.

A Z REGISTERED AGENT CORPORATION
Registered Agent

Dated: March 29, 1996

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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