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ALPERT, BARKER & CALCUTT

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

FROM THE DESK OF
DAVID D. FERRENTINO

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July 26, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/01/96--01056--001
***285.00 ***285.00

Re: **Viking Partners, L.C.**
Our File No. 94-3769

Dear Sir/Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for Viking Partners, L.C., a Florida limited liability company, the Affidavit of Membership and Contributions, and the requisite Certificate of Designation of Registered Agent and Registered Office regarding same. We also have enclosed a draft in the amount of \$285.00, which includes the filing fee of \$250.00 and the designation fee of \$35.00.

Please file the original of each above-described document and return to us in the enclosed self-addressed, stamped envelope the copy of each date-stamped showing the time and date of filing. Please feel free to contact the undersigned with any questions or comments.

Thank you for your attention to this.

Sincerely yours,


David D. Ferrentino

DDF/skv
Enclosures

AUG 1 1996

FILED
96 AUG - 1 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF VIKING PARTNERS, L.C.,
A FLORIDA LIMITED LIABILITY CORPORATION**

FILED

96 AUG -1 PM 4:59

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the limited liability company shall be VIKING PARTNERS, L.C.

ARTICLE II - STREET AND MAILING ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be 416 East Atlantic Boulevard, Pompano Beach, Florida 30060.

ARTICLE III - DURATION

The period of duration of this limited liability company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The limited liability company's registered agent shall be David D. Ferrentino, Esquire, Alpert, Barker & Calcutt, P.A., 100 South Ashley Drive, Suite 2000, Tampa, Florida 33602, said individual having accepted appointment as the limited liability company's registered agent simultaneously with his designation thereas and according to the attached affidavit of acceptance of appointment as registered agent.

ARTICLE V - MANAGEMENT

The limited liability company is to be managed by the members and the name and address of the managing member is: Rattler, Lions & Company, 416 East Atlantic Boulevard, Pompano Beach, Florida 30060.

ARTICLE VI - MEMBERSHIP RESTRICTIONS

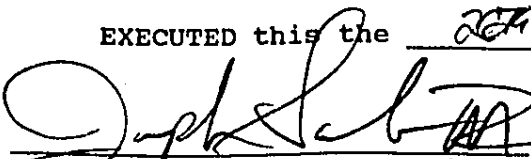
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold, assigned or otherwise transferred except with unanimous written consent of all members.

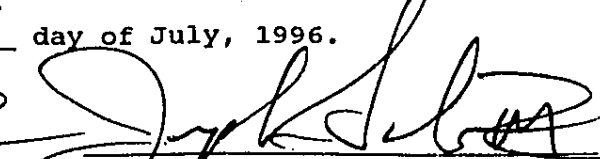
ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

On the death, insanity, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of VIKING PARTNERS, L.C.

EXECUTED this the 26th day of July, 1996.

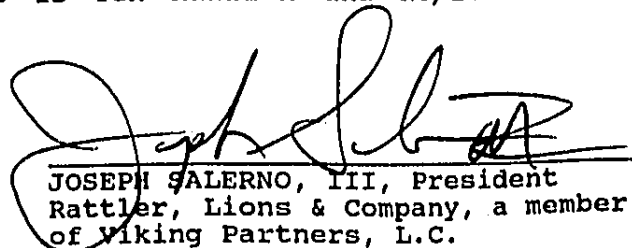

JOSEPH SALERNO, III, President
Rattler, Lions & Company, the
General Partner of Rattler,
Lions & Co., L.P., a member of
Viking Partners, L.C.


JOSEPH SALERNO, III, President
Rattler, Lions & Company, a
member of Viking Partners, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VIKING PARTNERS, L.C. deposes and states the following:

1. The above-named limited liability company has at least two members;
2. The amount of cash contributed by the members is One Thousand and No/100 Dollars (\$1,000.00);
3. The members have not contributed property other than cash;
4. The total amount of cash or property anticipated to be contributed by the members is Ten Million and No/100 Dollars (\$10,000,000.00).


JOSEPH SALERNO, III, President
Rattler, Lions & Company, a member
of Viking Partners, L.C.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

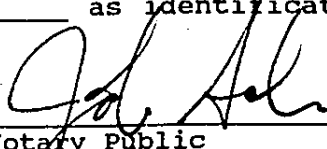
The foregoing instrument was acknowledged before me this 26th day of July, 1996, by JOSEPH SALERNO, III, President of Rattler, Lions & Company, a member of Viking Partners, L.C., a Florida limited liability company, who has produced FLA. DRIVERS LICENSE as identification and who did/did not take an oath.



"OFFICIAL SEAL"

John Salerno

My Commission Expires 1/1/2000
Commission #CC521698


Notary Public
State of Florida at Large

JOSEPH SALERNO III
Name of Acknowledger Typed, Printed or Stamped

Serial No. CC 521698

My Commission Expires: 1/1/2000

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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 and registered agent in the State of Florida.

1. The name of the limited liability company is VIKING PARTNERS, L.C.

2. The name and address of the registered agent and office is:

David D. Ferrentino, Esquire
Alpert, Barker & Calcutt, P.A.
100 South Ashley Drive, Suite 2000
Tampa, Florida 33602

3. 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.

DATED this the 28th day of July, 1996.



DAVID D. FERRENTINO, ESQUIRE

FILED
JUL 29 1996
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT