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ACCOUNT NO. : 072100000032

REFERENCE : 269916 134074A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pygitt

ORDER DATE : February 24, 1997

ORDER TIME : 9:17 AM

ORDER NO. : 269916-025

500002094985--0

CUSTOMER NO: 134074A

CUSTOMER: Brian L. Lipshy, Esq
BRIAN L. LIPSHY, P.A.

Suite 435
150 E. Palmetto Park Road
Boca Raton, FL 33432

FILED
97 FEB 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BOCA PALM ASSOCIATES I, L.C.

EFFECTIVE DATE:

XXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

K.R. FEB 24 1997

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

BOCA PALM ASSOCIATES I, L.C.

97 FEB 24 PM 12:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

BOCA PALM ASSOCIATES I, L.C.

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2541 N.E. 48th Street
Lighthouse Point, FL 33064

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV Management

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

Morgan Rukes and Illeanne Rukes, husband and wife
Gary Eichler
Harold R. Todd, Trustee of the Harold R. Todd Trust dated October 31, 1988
2541 N.E. 48th Street
Lighthouse, FL 33064

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BOCA PALM ASSOCIATES I, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$3,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$3,000. This total includes amounts from 2 and 3 above.

 2/21/97
Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BOCA PALM ASSOCIATES I, L.C.

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

Morgan L. Rukes
2541 N.E. 48 Street
Lighthouse Point, Florida 33064

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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.

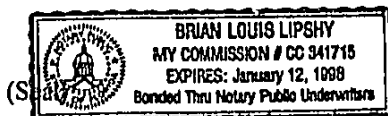
Morgan L. Rukes
Signature

2/21/97
Date

STATE OF FLORIDA }
 } ss
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Morgan L. Rukes, who is personally known to me () or who did furnish _____ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of February, 1997.



NOTARY PUBLIC

Brian Louis Lipshy
Printed Name of Notary