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MIRKIN & WOOLF, P.A.

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July 9, 1997

Via overnight courier
Department of State
Division of Corporations
490 East Gaines Street
Tallahassee, Florida 32301

it #) 200002235342--7
-07/10/97--01093--003
nt #) ***337.50 ***337.50

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Organization of the following limited liability companies:

1. T-1 L.C.;
2. T-2 L.C.;
3. T-3 L.C.; and
4. T-4 L.C.

Also enclosed please find four checks each in the amount of \$337.50 to cover the filing fees and fees for certified copies of each limited liability company. Please mail the certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.


Marc S. Woolf
MSW/cmf

cc: Thomas K. Pierce, Esq. (w/o encl.)

FILED
97 JUL 28 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-16229

DMC
7-14-97

~~502,524~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 14, 1997

MARC S. WOOLF, ESQ.
MIRKIN & WOOLF, P.A.
1700 PALM BEACH LAKES BLVD SUITE 580
WEST PALM BEACH, FL 33401

SUBJECT: T-2 L.C.
Ref. Number: W97000016229

We have received your document for T-2 L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must state the total amount of capital contribution.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00036027

ARTICLES OF ORGANIZATION
OF
TOM 2 L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is Tom 2 L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Regulations.

ARTICLE III

The mailing and street address of the principal place of business of this limited liability company is 1711 Worthington Rd #202, West Palm Beach, FL 33409. This limited liability company may, at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company are Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401.

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Regulations. The name and mailing address of each manager are as follows:

Name	Address
1. Thomas K. Pierce	1711 Worthington Rd. #202 West Palm Beach, FL 33409
2. James F. Miller	1711 Worthington Rd. #202 West Palm Beach, FL 33409

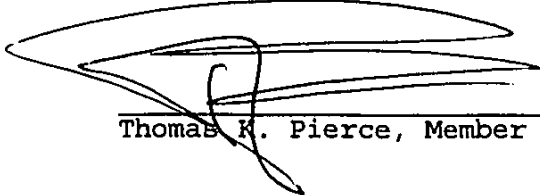
ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as set forth in the Regulations.

ARTICLE VII

The business of this limited liability company shall be dissolved on 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 this limited liability company, unless a majority of interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 20th day of July, 1997.



Thomas K. Pierce, Member

AFFIDAVIT OF
TOM 2 L.C.

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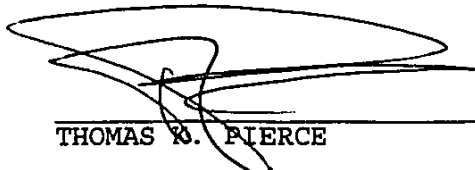
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COMES NOW Tom 2 L.C., a Florida limited liability company (the "LC"), by a member, THOMAS K. PIERCE, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LC has at least two members.
2. The amount of capital contributions of the members is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the members is one hundred dollars (\$100). The total amount of capital contribution is \$100.00.

FURTHER AFFIANT SAYETH NOT.

Dated: July 25, 1997.


THOMAS K. PIERCE

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

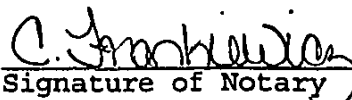
The foregoing instrument was acknowledged before me this 25th day of July, 1997, by THOMAS K. PIERCE, who is personally known to me or who has produced Florida State or State Driver's License, Number _____, as identification and who did take an oath.

Executed this 25th day of July, 1997.

SEAL



C FRANKIEWICZ
My Commission CC355273
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555


Signature of Notary

C. Frankiewicz
Name of Notary Printed

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 48.061 and Chapter 608.407 of the Florida Statutes, the following is submitted:

That Tom 2 L.C., a Florida limited liability company, with its registered office at Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401, has named Mirkin & Woolf, P.A. at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.

MIRKIN & WOOLF, P.A.

By: 

Marc S. Woolf, Vice President