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GUNSTER YOAKLEY VALDES TO

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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM

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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#:

076117000420

CONTACT: MARY BLACKFORD CHERRY

PHONE: (561)650-0728

FAX #: (561)655-5677

NAME: OBSERVE, L.C.

AUDIT NUMBER..... H97000013675

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

"OBSERVE, L.C."

ARTICLE II - Address:

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

1498 N.W. 3rd Street
Deerfield Beach, Florida 33442

ARTICLE III - Duration:

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

Perpetual

ARTICLE IV - Management: (check and complete the appropriate statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) of such manager(s) who is/are to serve as manager(s) is/are:
- The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Robert I. Chalnick 1498 N.W. 3rd Street Deerfield Beach, Florida 33442

David G. Bates, Esq. FL Bar No: 935451 Gunster, Yoakley, Valdes-Fauli & Stewart, P.A. 777 South Flagler Dr., Stc. 500E West Palm Beach, Florida 33401 (561) 655-1980

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ARTICLE V - Registered Agent/Address

The name and address of the registered agent is:

Valdes-Fauli Corporate Services, Inc. 777 South Flagler Drive Suite 500 East Tower West Palm Beach, Florida 33401

ARTICLE VI - Additional Members

Additional members may be admitted to the limited liability company upon the written consent of each of the members.

ARTICLE VII - Continuation of business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may, upon written consent of each of the members, elect to continue the business.

Dated: August 17, 1997

Robert Y. Chalmick, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of OBSERVE, 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 members is \$ 60,000.
- 3) If any, the agreed value of property other than the cash contributed by members is \$0.
- 4) The total amount of cash or property anticipated to be contributed by members is \$ 60.000. This total includes amounts from 2 and 3 above.

Dated: August 17, 1997

Robert I. Chalnick, Member

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that facts stated herein are true.)

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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: OBSERVE, L.C.
- 2. The name and address of the registered agent and office is:

Valdes-Fauli Corporate Services, Inc. (Name)

777 South Flagler Drive

Suite 500-East Tower
(P.O. Box not acceptable)

West Palm Beach, Florida 33401 (City/State/Zip)

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 abligations of my position as registered agent.

Dated: August 17, 1997

Name: Kenneth S. Beall, Jr., Esq.

Title: Vice President

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