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No. 5180 P. 1/5

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FROM: TRIPP, SCOTT, CONKLIN & SMITH
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ACCT#:

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NAME: THIRD AND NINTH GENERAL PARTNER, L.C.

AUDIT NUMBER.....H98000001642

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**ARTICLES OF ORGANIZATION
OF
THIRD AND NINTH GENERAL PARTNER, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is: **THIRD AND NINTH GENERAL PARTNER, L.C.**

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2036, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

888 S.E. 3rd Avenue, Suite 201
Fort Lauderdale, Florida 33316

Prepared By: Matthew Zifrony, Esq.
Bar No. 0885487
Tripp, Scott, Conklin & Smith
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

John T. Loos
888 S.E. 3rd Avenue, Suite 201
Fort Lauderdale, Florida 33316

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company. A member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the non-transferring members.

6.2 Upon death, the 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 this limited liability company, the remaining members shall have the right to continue the business of this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the unanimous consent of such remaining members.

**ARTICLE VII
MANAGEMENT**

7.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

7.2 The board of managers of this limited liability company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the

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members of this limited liability company or until their successors are duly elected and qualified. The names and addresses of the initial Managers of this limited liability company are:

<u>Name</u>	<u>Address</u>
John T. Loos	888 SE 3rd Avenue, Suite 201 Fort Lauderdale, FL 33302
Peter G. Herman	110 SE 6th Street, 15th Floor Fort Lauderdale, FL 33301

**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**


This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE IX
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of this limited liability company, has executed these Articles of Organization this 5th day of January, 1998.

TRIPP, SCOTT, CONKLIN & SMITH


Dennis D. Smith, President

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.


John T. Loos, Registered Agent

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
THIRD AND NINTH GENERAL PARTNER, L.C.**


STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Dennis D. Smith, who, in his capacity as the President of Tripp, Scott, Conklin & Smith, a member of Third and Ninth General Partner, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says:

1. The Company has at least two (2) members.
2. The members of the Company have agreed to make capital contributions to the Company as follows: Cash in the aggregate amount of \$1,000.00. No other capital contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.

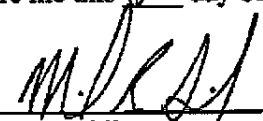
TRIPP, SCOTT, CONKLIN & SMITH


Dennis D. Smith, President

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SWORN TO AND SUBSCRIBED before me this 6th day of January, 1998.




Notary Public
My Commission Expires:

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