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LAW OFFICE  
**EISEN & WILLITS**  
(A Partnership of Professional Associations)  
299 CAMINO GARDENS BLVD.  
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ROBERT A. EISEN  
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CHRISTINE MARCHAND, LL.B.  
Notaire au Québec

June 10, 1998

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002557249-7  
-06/11/98-01097-002  
\*\*\*\*337.50 \*\*\*\*337.50

Re: *Admiralty Partners, LC*

Dear Secretary of State:

Enclosed is the original and one copy of the Articles of Organization for Admiralty Partners, LC. Also enclosed is a check in the amount of \$337.50 representing the following:

- |    |          |  |
|----|----------|--|
| 1. | \$250.00 | Filing Fee for Articles of Organization and Affidavit. |
| 2. | \$ 35.00 | Designation of Registered Agent.                       |
| 3. | \$ 52.50 | Certified Copy.  |

Please file the enclosed Articles of Organization for Admiralty Partners, LC and return a certified copy at your earliest convenience to the address listed above.

Sincerely yours,

*WV. Schreck* L98-778

Wendy V. Schreck

WVS/ln  
enclosures

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TALLAHASSEE, FLORIDA

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| Name              | OK 6-12 |
| Availability      |         |
| Document Examiner |         |
| Updater           |         |
| Updater Verifier  |         |
| Acknowledged Sent |         |
| W. P. Verifier    |         |

**ARTICLES OF ORGANIZATION FOR  
ADMIRALTY PARTNERS, LC**

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**ARTICLE I  
Name**

The name of the Limited Liability Company is: Admiralty Partners, LC.

**ARTICLE II  
Address**

The mailing address and street address of the principal office of the Limited Liability Company is: Admiralty Partners, L.C., c/o The Eagle Group, Inc., 928 West State Street, Trenton, New Jersey, 08618.

**ARTICLE III  
Duration**

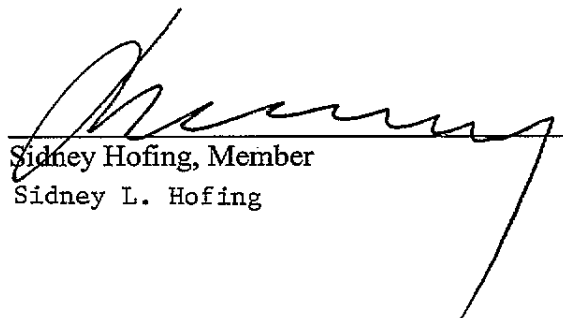
The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV  
Management**

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

|               |   |
|---------------|---|
| Sidney Hofing | c/o The Eagle Group, Inc.<br>928 West State Street<br>Trenton, New Jersey 08618 |
|---------------|---|

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 8 day of June, 1998.

  
\_\_\_\_\_  
Sidney Hofing, Member  
Sidney L. Hofing


**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: Admiralty Partners, L.C.
2. The name and address of the Registered Agent and Office is:

Wendy V. Schreck, Esq.  
Law Office of Eisen & Willits  
299 Camino Gardens Blvd.  
Suite 204  
Boca Raton, Florida 33432

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.

  
\_\_\_\_\_  
Wendy V. Schreck

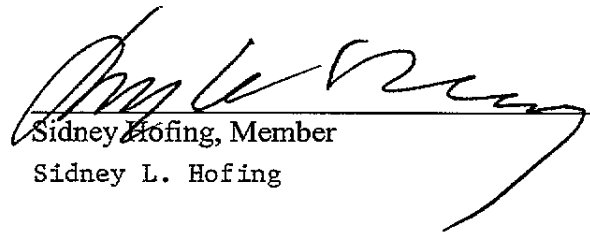
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Date

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TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Admiralty Partners, 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: \$ 400,000
3. If any, the agreed value of property other than cash contributed by member(s) is: \$ 700,000  
A description of the property is attached hereto and made a part hereof.  
1401 North Federal Highway  
Boca Raton, Florida .077 of an acre
4. The amount of cash or property anticipated to be contributed by member(s) is: \$ 0.00
5. The total amounts of 2, 3 and 4 is: \$ 1,100,000

  
Sidney Hofing, Member  
Sidney L. Hofing

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

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY

COUNTY OF MERCER

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 8th  
day of June, 1998, by Sidney L. Hofing, who is personally known to me and who did take an oath.  
Sidney L. Hofing

Cynthia L. Van Ness  
Signature of Notary Public  
Print Name: Cynthia L. Van Ness

My commission expires:

**CYNTHIA L. VAN NESS**  
**A Notary Public of New Jersey**  
**My Commission Expires Sept. 2, 2001**

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