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STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
'LL.M. IN TAXATION

GLADES TWIN PLAZA
2300 Glades Road, Suite 302E
Boca Raton, Florida 33431
TELEPHONE: (561) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (561) 368-8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

TWO DAY UPS

June 9, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-06/11/98--01097--003
***346.25 ***346.25

RE: HILLSBORO MILE L.C.

Ladies/Gentlemen:

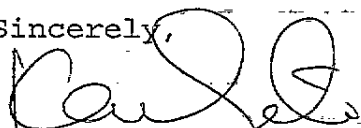
Please find enclosed for filing an original and one copy of the Articles of Organization and Affidavit for the above referenced Limited Liability Company.

I have also enclosed a check made payable to the Department of State in the amount of \$346.25 which represents the \$250.00 filing fee, the \$35.00 Designation of Registered Agent fee, \$52.00 for a Certified Copy, and \$8.75 for a Certificate of Status.

Please forward the completed paperwork to me at the address noted above.

Thank you.

Sincerely,


Karen M. Sciarretta
KMS\pd
enclosures

L98-779

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater/Verifier	OK
Acknowledgement	OK
W. R. Verifier	OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is: HILLSBORO MILE, L.C.

ARTICLE II

The mailing address and street address of the principal place of business of this limited liability company is: 7 Independent Court, Deerfield Beach, FL 33442.

ARTICLE III


The period of duration of this limited liability company is: Perpetual.

ARTICLE IV

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

Mr. Anthony Wine, 7 Independent Court, Deerfield Beach, FL 33442 and Mrs. Shirley Wine, 7 Independent Court, Deerfield Beach, FL 33442.


ANTHONY WINE, MANAGER

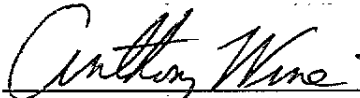

SHIRLEY WINE, MANAGER

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HILLSBORO MILE 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 \$0.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$200,000.00.
A description of the property is attached and make a part hereto.
- 4) the amount of such property anticipated to be contributed by member(s) is \$0.00.
- 5) the total amounts of 2, 3, and 4 is \$200,000.00.



Signature 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.)

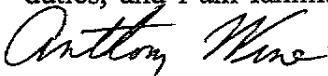
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TALLAHASSEE, FLORIDA

CERTIFICATION 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.

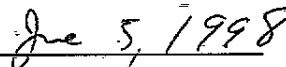
1. The name of the limited liability company is: HILLSBORO MILE L.C.
2. The name and address of the registered agent and office is:
Mr. Anthony Wine, 7 Independence Court, Deerfield Beach, FL 33442.

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.



Anthony Wine

Dated



\$35 Designation of Registered Agent Fee

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TALLAHASSEE, FLORIDA