

BLANK ROMEL COMISKY & MCCAULEY LLP  
Counselors at Law

**L980000000848**

Direct Dial Phone:

Pennsylvania  
New Jersey  
Delaware  
Maryland  
Washington, DC  
Florida

June 15, 1998

FEDERAL EXPRESS

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

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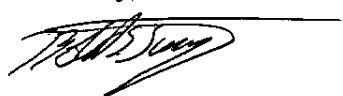
Re: Lakeworth Investors, L.C.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Florida Limited Liability Company and Certificate of Designation of Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$337.50 for filing of the articles. A self-addressed return envelope is enclosed for your convenience so that you may return the certified copy of the Articles of Organization to the undersigned..

Thank you.

Sincerely,



Robert S. Saraga

/mk  
Enclosures

Name	mtt
Availability	mtt
Document Examiner	mtt
Updater	mtt
Updater Verifier	mtt
Acknowledgement	mtt
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

LAKEWORTH INVESTORS, L.C.

ARTICLE I - Name

The name of the Limited Liability Company is:

LAKEWORTH INVESTORS, L.C.

ARTICLE II Address:

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

4901 N. Federal Highway  
Suite 400  
Ft. Lauderdale, FL 33308

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 and address of the managing members are:

Joe Carosella  
4901 N. Federal Highway  
Suite 400  
Ft. Lauderdale, FL 33308

J. G. Ray, Jr.  
2406 Harper Street  
Jacksonville, FL 32204

ARTICLE V Effective Date

The Limited Liability Company shall commence operations on July 1, 1998.

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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:

LAKEWORTH INVESTORS, L.C.

2. The name and address of the registered agent and office is:

Joe Carosella  
4901 N. Federal Highway  
Suite 400  
Ft. Lauderdale, FL 33308

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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.

  
Joe Carosella

Date

6/15/98

STATE OF FLORIDA }

ss

COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jose Carosella, who is personally known to me (X) or who did furnish \_\_\_\_\_ for identification, and who acknowledged executing the foregoing Designation and Acceptance as the Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of June, 1998.

  
NOTARY PUBLIC

Robert S. Saraga

Printed Name of Notary

(Seal)

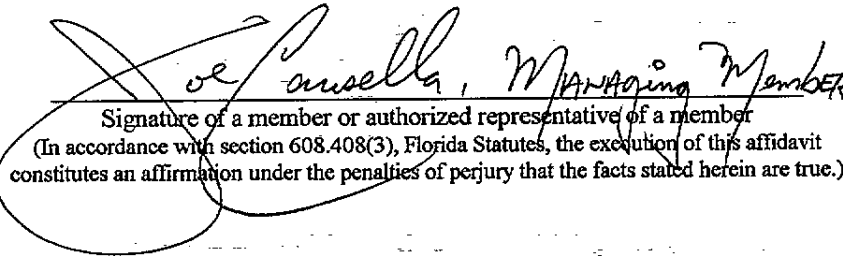


ROBERT S SARAGA  
My Commission CC537215  
Expires Apr. 28, 2000

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LAKEWORTH INVESTORS, 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 \$35,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 - A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$35,000.00. This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative 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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