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ACCOUNT NO. : 072100000032

REFERENCE : 869872 128649A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 337.50

ORDER DATE : June 25, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 869872-010

CUSTOMER NO: 128649A 800002572308--3

CUSTOMER: Ms. Annette Botello  
GEIGER KASDIN HELLER &  
KUPERSTEIN, P.A.  
Sixth Floor  
1428 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: NORTHPORT INY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Name	
Availability	<i>MEH</i>
Document Examiner	<i>MEH</i>
Updater	<i>MEH</i>
Updater	<i>MEH</i>
Verifier	<i>MEH</i>
Acknowledgement	<i>MEH</i>

188-867

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98 JUN 25 PM12:11

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98 JUN 25 AM11:18  
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**ARTICLES OF ORGANIZATION  
OF  
NORTHPORT INY, L.C.  
a Florida limited liability company**

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is Northport INY, L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these articles with the Department of State until approval of dissolution by vote of all the members.

3. Mailing Address and Street Address. The Company's mailing address is Penthouse 810, 12000 Biscayne Boulevard, Miami, Florida 33181-2742.

The Company's street address is Penthouse 810, 12000 Biscayne Boulevard, Miami, Florida 33181-2742.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Stanley H. Kuperstein.

The street address of the initial registered agent of the Company is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131.

5. Additional Members. Additional members of the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

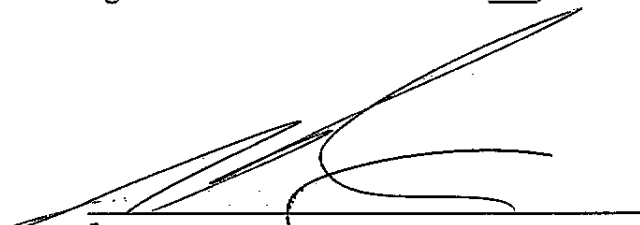
6. Management of the Company. The Company shall initially be managed by one or more persons who shall serve as managers until removed by the members. The initial manager shall be:

Thomas K. Ireland  
Penthouse 810  
12000 Biscayne Boulevard  
Miami, Florida 33181-2742

7. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

8. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of June 24, 1998.



[Signature of Member or authorized Representative of Member]

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

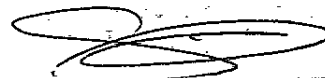
**PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.**

1. The name of the limited liability company is: Northport INY, L.C., a Florida limited liability company.
2. The name and address of the registered agent and office is:

Stanley H. Kuperstein  
1428 Brickell Avenue  
6th Floor  
Miami, Florida 33131

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.

Dated: June 24, 1998



STANLEY H. KUPERSTEIN

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**AFFIDAVIT OF MEMBERSHIP AND**  
**CONTRIBUTIONS OF**  
**NORTHPORT INY, L.C.**

The undersigned member or authorized representative of a member of Northport INY, L.C. a Florida limited liability company 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 \$2,320,000;
3. If any, the agreed value of property other than cash contributed by member(s) is \$2,320,000.00 (a description of the property is attached and made a part hereof); and
4. The total amount of cash or property anticipated to be contributed by member(s) is \$2,320,000.00 This total includes amounts from 2 and 3 above.

  
[Signature of member or authorized representative of 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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