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LAW OFFICE
CHARLES D. WILSON BARNETT
500 AUSTRALIAN AVENUE SOUTH
SUITE 800
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-2434
TELECOPIER (561) 833-4524

June 22, 1998

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brown-Toole Enterprises, L.C.

900002572339--7
-06/25/98-01062-001
****346.25 ****346.25

Dear Sir:

Enclosed please find two original copies of the Articles of Organization with the Affidavit of Membership and Contributions as executed by John D. Toole, III, a member of Brown-Toole Enterprises, L. C. and the Certificate of Designation and Acceptance of Registered Agent executed by Charles D. Barnett. Also enclosed is a check in the amount of \$346.25 for the filing fees.

Please file the Articles and return one of the copies thereof to me together with your Certificate.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

Charles D. Barnett
Charles D. Barnett

Enclosure

Name	mtt
Availability	mtt
Document Examiner	mtt
Updater	mtt
Updater Verifier	mtt
Acknowledgement	mtt
W. P. Verifier	mtt

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ARTICLES OF ORGANIZATION OF
BROWN-TOOLE ENTERPRISES, L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

1. **Name.** The name of the limited liability company is Brown-Toole Enterprises, L.C. (the "Company").
2. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is 2415 Riverlane Terrace, Fort Lauderdale, Florida 33312.
3. **Duration.** The period of duration of the Company is thirty years from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute.
4. **Management.** The business of the Company shall be conducted under the management of its members and the name and address of the managing member is John D. Toole, III, 2415 Riverlane Terrace, Fort Lauderdale, Florida 33312.
5. **Registered Agent and Office.** The name of the Company's registered agent, whose Consent to Appointment as Registered Agent accompanies these Articles, is Charles D. Barnett and the address of the registered office is 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401.
6. **Additional Liability of Members.** No additional capital contributions of the members will be required.
7. **Admission of Additional Members.** Additional Members will be admitted only with the unanimous consent of all members entitled to participate in management and upon such terms as are unanimously agreed to by all members entitled to a dividend upon dissolution or liquidation.
8. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this limited liability company.

DATED this 22 day of June, 1998.

Member

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated limited liability company, at the address designated herein pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: June 22, 1998



CHARLES D. BARNETT

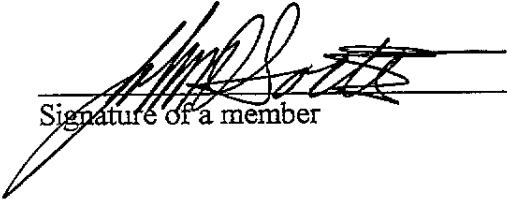
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Brown-Toole Enterprises, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contribute by the members is \$100,000.00
- 3) If any, the agreed value of property other than cash contributed by the members is \$ -0-
- 4) The amount of cash or property anticipated to be contributed by the members is \$300,000.00
This total includes amounts from 2 and 3 above.

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.



Signature of a member

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