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ACCT#:

CONTACT: ROSE CARBONE  
PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: 12M LLC

AUDIT NUMBER.....H98000012199

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I  
Name**

The name of the Limited Liability Company is:

"12M LLC"

**ARTICLE II  
Address**

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

12010 S.E. Dixie Highway  
Hobe Sound, Florida 33455

**ARTICLE III  
Duration**

The period of duration for the Limited Liability Company shall be 50 years from the date of formation.

**ARTICLE IV  
Management**

The Limited Liability Company is to be managed by a member and the name and address of the managing member is:

Oliver DeGray Vanderbilt  
111 Gomez Road  
Hobe Sound, Florida 33455

Kenneth M. Hart, Esq.  
FL BAR # 0150369  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 S. Flagler Dr., Suite 500 East  
West Palm Beach, FL 33401  
(561) 655-1980

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**ARTICLE V**  
**Registered Agent/address**

The name and address of the registered agent is:

Valdes-Fauli Corporate Services, Inc.  
777 South Flagler Drive  
Suite 500 East Tower  
West Palm Beach, Florida 33401

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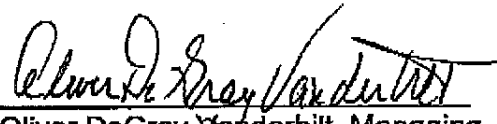
**ARTICLE VI**  
**Additional Members**

Additional members may be admitted to the limited liability company upon the written consent of the member.

**ARTICLE VII - Continuation of business**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may, upon written consent of each of the members, elect to continue the business.

Dated: June 30, 1998

  
Oliver DeGray Vanderbilt, Managing  
Member

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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: 12M LLC
2. The name and address of the registered agent and office is:

Valdes-Fauli Corporate Services, Inc.  
(Name)

777 South Flagler Drive

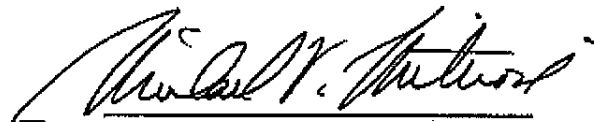
Suite 500-East Tower  
(P.O. Box not acceptable)

West Palm Beach, Florida 33401  
(City/State/Zip)

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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.*

Dated: July 1, 1998



Name: Michael V. Mitrione  
Title: Vice President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of 12M LLC deposes and says:

- 1) The above named limited liability company has one member.
- 2) The total amount of cash contributed by the member is \$10,000.
- 3) The agreed value of property other than the cash contributed by the member is \$300,000. 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 the member is \$310,000. This total includes amounts from 2 and 3 above.

Dated: June 30, 1998

  
\_\_\_\_\_  
Oliver DeGray Vanderbilt, Managing Member

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that facts stated herein are true.)

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The North half of Lot 257 and all of Lots 258 and 259, Block 13,  
Olympia Plat #1, as recorded in Plat Book 9, Page 68, of the Public  
Records of Palm Beach (now Martin) County, Florida

along with

Lot 260, Block 13, Olympia Plat 1, according to the Plat thereof, as  
recorded in Plat Book 9, Page 68, of the Public Records of Palm  
Beach (now Martin) County, Florida.

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