

L98000001088

LINDA A. LAWSON

Attorney At Law
866 99th Avenue North
Naples, Florida 34108

Telephone (941) 591-3580 Fax (941) 591-3582

July 9, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: NDC Associates II, L.C.
NDC Associates III, L.C.

500002587305--5
-07/13/98--01144--006
***692.50 ***346.25

Dear Sirs:

CM

Enclosed is an original and one copy of the Articles of Organization for the above referenced limited liability companies.

Also enclosed is the following filing fees for each company:

\$250.00	Filing Fee for Articles of Organization and Affidavit
35.00	Designation of Registered Agent
8.75	Certificate of Status
<u>52.50</u>	Certified Copy
\$346.25	TOTAL (x 2) = \$692.50

RECEIVED
TALLAHASSEE, FLORIDA

98 JUL 15 AM 9:42

FILED

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

Sincerely,

Linda A. Lawson
Linda A. Lawson

**ARTICLES OF ORGANIZATION FOR
NDC ASSOCIATES II, L.C.**

Article I - Name

The name of the Limited Liability Company is NDC ASSOCIATES II, L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 39 Brighton Avenue, Boston, Massachusetts and the principal business office in the State of Florida is 7561 Cordoba Circle, Naples, Florida 34109.

Article III - Duration

The period of duration for the Limited Liability Company shall be twenty (20) years, unless terminated earlier in accordance with the Operating Agreement of the Limited Liability Company.

Article IV - Management

The Limited Liability Company is to be managed by the following members:

Enrique Darer, 202 Commonwealth Ave., #4, Boston, Massachusetts 02116

Arthur Scheinholz, 202 Commonwealth Ave., #1 Boston, Massachusetts 02116

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

98 JUL 15 AM 9:42

FILED

Article V - Admission of Additional Members

The members shall have the right to admit additional members and the terms and conditions of the admission shall be by unanimous consent of all of the members, pursuant to the terms of the Operating Agreement for the Limited Liability Company.

Article VI - Members Right to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company as provided in the Operating Agreement.

Article VII - Registered Agent

The name and address of the registered agent of the Limited Liability Company is Linda A. Lawson, Attorney, 866 99th Avenue North, Naples, Florida 34108.

Respectfully submitted this 9 day of July, 1998.

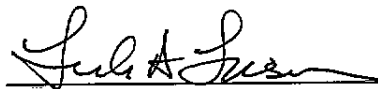


Arthur Scheinholz

CERTIFICATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the NDC ASSOCIATES II, L.C. 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.

Date: July 9, 1998



Linda A. Lawson, Attorney
866 99th Avenue North
Naples, Florida 34108
(941) 591-3580 ph
(941) 591-3582 fax

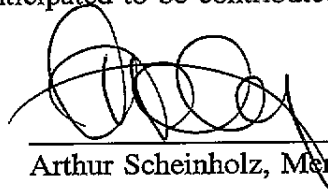
58 JUL 15 AM 9:42
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF COLLIER

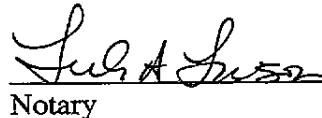
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

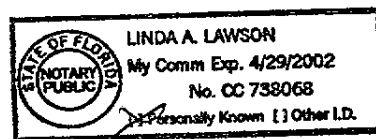
The undersigned member of NDC ASSOCIATES II, L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$450,000.00;
3. There is no property other than cash contributed by the members;
4. There is no additional cash or property anticipated to be contributed by members.


Arthur Scheinholz, Member

Sworn to and subscribed before me this 9th day of July, 1998, by Arthur Scheinholz, who is
personally known to me or who produced _____
as identification.


Notary



FILED
98 JUL 15 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA