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ACCOUNT NO. : 072100000032
REFERENCE : 913396 10264A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
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ORDER DATE : August 3, 1998
ORDER TIME : 11:11 AM
ORDER NO. : 913396-005
CUSTOMER NO: 10264A

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-08/03/98--01071--024
***337.50 ***337.50

CUSTOMER: John Fenniman, Esq
JOHN FENNIMAN, CHARTERED

Suite 120
900 Southeast Ocean Boulevard
Stuart, FL 34994

DOMESTIC FILING

NAME: KIRCHHOFER, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

(Handwritten initials)
(Handwritten signature)
8/3/98

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**ARTICLES OF ORGANIZATION
OF
KIRCHHOFER, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be:

KIRCHHOFER, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

2072 SW Racquet Club Drive
Palm City, FL 34990

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Eric Kirchhofer
2072 SW Racquet Club Drive
Palm City, FL 34990

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

ERIC KIRCHHOFER
2072 SW Racquet Club Drive
Palm City, FL 34990

IN WITNESS WHEREOF, the undersigned organizer has caused these articles of organization to be signed at Stuart, Martin County, Florida, this 6th day of July, 1998.

ORGANIZER



ERIC KIRCHHOFER

EXHIBIT "A"

Cash Contribution

\$1,000.00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KIRCHHOFER L.L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$1,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is (N/A).
4. The total amount of cash or property anticipated to be contributed by members(s) is \$1,000.00. This total includes amounts from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 7/6/98

Eric Kirchhofer
ERIC KIRCHHOFER, Managing Member

STATE OF FLORIDA
COUNTY OF MARTIN

Sworn to and subscribed before me this 6th day of July, 1998, by ERIC KIRCHHOFER, who is personally known to me.

John H. Fenniman
Notary Public



John H. Fenniman
MY COMMISSION # CC724992 EXPIRES
March 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Print, Type or Stamp
Commissioned Name of Notary Public

(SEAL)

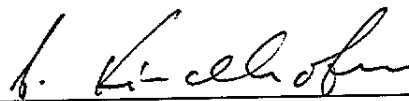


John H. Fenniman
MY COMMISSION # CC724992 EXPIRES
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of KIRCHHOFER, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



ERIC KIRCHHOFER, Registered Agent