



L98000001303

ACCOUNT NO. : 072100000032

REFERENCE : 912149 4804484

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
98 AUG -3 PM 1:16

ORDER DATE : July 31, 1998

ORDER TIME : 11:26 AM

ORDER NO. : 912149-015

CUSTOMER NO: 4804484

CUSTOMER: Eve Thomas, Legal Assistant
WOLF BLOCK SCHORR AND
SOLIS-COHEN
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

500002605605--6

DOMESTIC FILING

NAME: NORTH WORTH, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

(thx)
8/3/98

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DIVISION OF CORPORATION

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

NORTH WORTH, LLC

ARTICLE I- Name

The name of the Limited Liability Company is: NORTH WORTH, LLC

ARTICLE II- Address

The mailing and street address of the Limited Liability Company is: c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE III- Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV- Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: Murray H. Goodman, c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is: William Shewalter ,c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach, Florida 33401.

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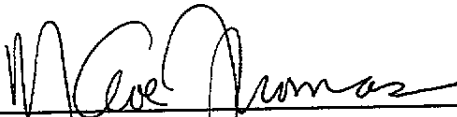
ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:
c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach, Florida 33401

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7/21/98

(Date)


M. Eve Thomas, Authorized Representative

REGISTERED AGENT ACCEPTANCE

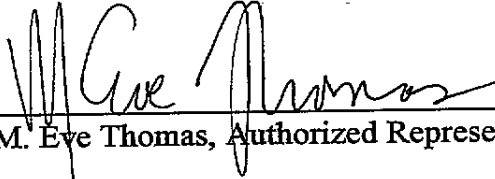
See attached Certificate of Designation of Registered Agent/Registered Address.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

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The undersigned member or authorized representative of a member of NORTH WORTH, LLC 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 is \$10,000.00.
- 3) if any, the agreed value of property other than cash contributed by the members is \$0.00.
- 4) the amount of cash or property anticipated to be contributed by the member is \$0.00.
- 5) the total amounts of 2, 3 and 4 is \$10,000.00.


M. Eve Thomas, Authorized Representative

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

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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: NORTH WORTH, LLC
2. The name and address of the registered agent and office is: William Shewalter, c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach, Florida 33401.

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.

William A. Shewalter
William Shewalter

7-22-98
(date)