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Division of Corporations

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L9800000 1438

Florida Department of State
Division of Corporations
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OMR PARTNERS L.C.

Name	
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AUG-13-98 THU 12:09 PM

FAX NO.

P. 02

Fax Audit H98000015053 5

ARTICLES OF ORGANIZATION
OF
OMR PARTNERS L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be OMR PARTNERS L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 215 Jamaica Lane, Palm Beach, FL 33480.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Palm Beach, Florida 33480, and the name of the initial registered agent of the Limited Liability Company at that address is Angell Corporate Services, Inc.

ARTICLE III. TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are:

Mark F. Kessenich, Jr.
425 Worth Avenue
Penthouse A
Palm Beach, FL 33480

Thomas X. Parker
215 Jamaica Lane
Palm Beach, FL 33480

Jonathan E. Cole
Florida Bar No. 335622
Edwards & Angell
250 Royal Palm Way, Ste. 300
Palm Beach FL 33480
561-833-7700
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98 AUG 13 PM 1:17

AUG-13-98 THU 12:10 PM

FAX NO.

P. 04

Fax Audit H98000015053 5

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 OMR PARTNERS L.C.
2. The name and address of the registered agent and office is:

Angell Corporate Services, Inc.
250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

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.

Angell Corporate Services, Inc.

By: _____

Jonathan E. Cole, President

August 12, 1998

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1998 AUG 13 PM 1:17

Fax Audit H98000015053 5

AUG-13-98 THU 12:09 PM

FAX NO.

P. 03

Fax Audit H98000015053 5

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

OMR PARTNERS L.C.

The undersigned member or authorized representative of a member of OMR PARTNERS 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 member(s) is \$ 1,000,000
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
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 member(s) is \$ -0-
- 5) The total amount of 2, 3 and 4 is \$ 1,000,000

Dated: August 12, 1998



Thomas X. Parker

Signature of a member or authorized representative of a member.
(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.)

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