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CONTACT: JULIE WEBSTER

PHONE: (561) 483-7000

FAX #: (561) 483-7321

NAME: JMHS ASSOCIATES, L.L.C.

AUDIT NUMBER.....H98000015723

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF ORGANIZATION
OF
JMHS ASSOCIATES, L.L.C.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: JMHS Associates, L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be: 6511 Via Rosa, Boca Raton, Florida 33433, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

This limited liability company shall commence its existence immediately upon the execution of these Articles of Organization, and the period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The limited liability company is to be managed by a manager, and the name and address of the manager who is to serve as manager until a successor is properly appointed by the members, or until its earlier death, dissolution or resignation, is as follows:

Schultz Development, Inc. 6511 Via Rosa
Boca Raton, Florida 33433

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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ARTICLE V

The right, if any, of the members to admit additional members and the terms and conditions of the admissions shall be subject to the regulations of the limited liability company.

ARTICLE VI

The right of the remaining members of the limited liability company 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 shall be subject to the regulations of the limited liability company.

ARTICLE VII

The initial registered office of this limited liability company is 6511 Via Rosa, Boca Raton, Florida 33433. The initial registered agent at that address is Schultz Development, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21 day of August, 1998.



Stanley Schultz, Member

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Fax Audit No. H98000015723**AFFIDAVIT**

The undersigned being first duly sworn, deposes and says that:

1. JMHS ASSOCIATES, INC. (the "Corporation") has executed and filed Articles of Incorporation with the Florida Division of Corporations;
2. Certain parties affiliated with the Corporation desire to form a Florida limited liability company (the "Company");
3. The Company's Articles of Organization are enclosed herein for filing with the Florida Division of Corporations; and
4. The Corporation hereby grants its consent and permission to the Company to use the name "JMHS ASSOCIATES, L.L.C. "

JMHS ASSOCIATES, INC.,
a Florida corporationBy: 
Stanley Schultz, President

STATE OF FLORIDA

COUNTY OF Palm Beach

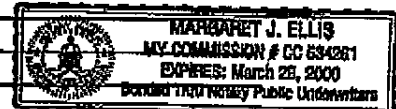
The foregoing instrument was acknowledged before me this 21 day of August, 1998, by Stanley Schultz, President of JMHS Associates, Inc., who is personally known to me or () who has produced _____ as identification.


Notary Public

Name:

Commission Expires:

Serial Number:

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

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is: JMHS Associates, L.L.C.

SECOND -- The name and address of the registered agent and office is:

Schultz Development, Inc. —
6511 Via Rosa
Boca Raton, Florida 33433

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 this 21 day of August, 1998.

SCHULTZ DEVELOPMENT, Inc. —

By: 
Stanley Schultz, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of JMHS Associates, L.L.C. 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: \$100.00
- 3) if any, the agreed value and description of property other than cash contributed by the members is: N/A
- 4) the amount of cash or property anticipated to be contributed by member(s) is: \$100.00

Dated the 21 day of August, 1998.


Stanley Schultz, Member

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