



THE UNITED STATES CORPORATION COMPANY

L98000001780

FILED STATE SECRETARY OF CORPORATIONS 98 SEP -8 PM 4: 16

ACCOUNT NO. : 072100000032

REFERENCE : 953929 7104837

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 285.00

EFFECTIVE DATE 9/11/98

ORDER DATE : September 8, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 953929-005

CUSTOMER NO: 7104837

CUSTOMER: Mr. Mario A. Romine TURNBERRY ASSOCIATES

4th Floor 19501 Biscayne Boulevard Aventura, FL 33180

G

RECEIVED 98 SEP -8 PM 12: 16 DIVISION OF CORPORATION

DOMESTIC FILING

NAME: TURNBERRY MANAGEMENT COMPANY, L.C.

EFFECTIVE DATE:

700002633887--4

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Handwritten initials: a/s/g and BK



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1998

STACY EARNEST
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TURNBERRY MANAGEMENT COMPANY, L.C.
Ref. Number: W98000020384

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DIVISION OF CORPORATIONS
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[Handwritten scribbles and signatures]

We have received your document for TURNBERRY MANAGEMENT COMPANY, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

ALSO, PLEASE NOTE that if you decide to use the suffix "L.C." in your new name, then you cannot also use the word "COMPANY". If you want to use the word "COMPANY", you could use the suffix "LIMITED COMPANY" instead of the suffix "L.C.",

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 298A00045607

EFFECTIVE DATE
9/11/98

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ARTICLES OF ORGANIZATION

FOR

TURNBERRY MANAGEMENT II, L.C.

I.

NAME

The name of the limited liability company (the "Company") is

TURNBERRY MANAGEMENT II, L.C.

II.

DURATION

The Company shall commence its existence as of September 1, 1998.

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The business and mailing address of the Company in the State of Florida is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

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9/1/98

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IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Mario A. Romine, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

V.

ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

EFFECTIVE DATE
9/1/99

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the 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 Company shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

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Jeffrey Soffer 19501 Biscayne Boulevard
Suite 400
Aventura, FL 33180

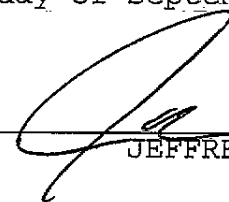
VIII.

SUBSCRIBERS

The name and address of the person executing these Articles of Organization as Member and Manager is Jeffrey Soffer, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

EFFECTIVE DATE
9/11/98

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of September, 1998.


JEFFREY SOFFER

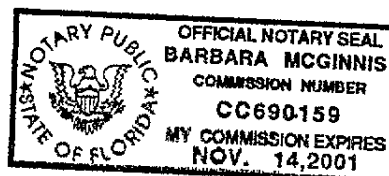
STATE OF FLORIDA)
: S.S.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JEFFREY SOFFER, personally known to me, or who has produced _____ as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of TURNBERRY MANAGEMENT II, L.C. acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 4th day of September, 1998.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



AFFIDAVIT OF LIMITED LIABILITY COMPANY

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c/j/g

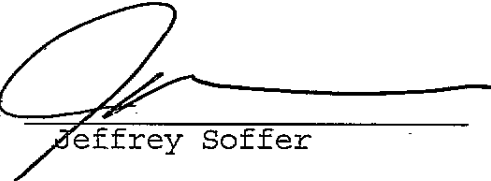
The undersigned, on behalf of all the Members of Turnberry
MANAGEMENT II, L.C. a Florida limited liability company (the
"Company"), certifies as follows:

1. The Company has two Members.
2. The amount of cash contributed by the Members to
date is:
\$ 1,000.00
3. The description and agreed value of property other
than cash contributed by the Members is:
\$-0-
4. The total amount anticipated to be contributed by
the Members is as set forth above.

This 17th day of September, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the
foregoing and that the facts alleged are true, to the best of my
knowledge and belief.

By: 
Jeffrey Soffer