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LIMITED LIABILITY COMPANY

Palm Beach Philly Boys, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
PALM BEACH PHILLY BOYS, L.L.C.**

I, the undersigned member, hereby makes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company shall be:

PALM BEACH PHILLY BOYS, L.L.C.

ARTICLE II

ADDRESS

The mailing address of the principal office of the Limited Liability Company is:

5569 Cypress Tree Court
Palm Beach Gardens, Florida 33418

ARTICLE III

DURATION

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

Domenick R. Lioce Esq. (FL Bar No. 284556)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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ARTICLE IVMANAGEMENT

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of the members, and the names and addresses of the managing members are:

<u>Name</u>	<u>Street Address</u>
William C. Mignogna	5569 Cypress Tree Court Palm Beach Gardens, FL 33418
Peter A. Naccarato	7000 Tulip Street Philadelphia, PA 19135
William O'Donnell	2 Kinder Road Conshohocken, PA 19428

ARTICLE VADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be established and regulated by the Operating Agreement.

ARTICLE VIMEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, 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 event which terminates the continued membership of a member in the limited liability company shall established and regulated by the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 11th day of September, 1998.



William C. Mignogna, Member

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 608, Sections 415 and 507, Florida Statutes, PALM BEACH PHILLY BOYS, L.L.C., having filed its Articles of Organization contemporaneously herewith, with its registered office as indicated therein at 5569 Cypress Tree Court, Palm Beach Gardens, Florida 33418 has named William C. Mignogna located thereat as its registered agent to accept service of process within this State.



William C. Mignogna, Registered Agent

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



William C. Mignogna, Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF PALM BEACH PHILLY BOYS, L.L.C.**

The undersigned member of PALM BEACH PHILLY BOYS, L.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 members is \$100.00;
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 members is \$100.00;
5. The total amount of 2, 3 and 4 is \$100.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are true.

Dated: September 11, 1998

By: 

William C. Mignogna , Member

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