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October 1, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
L.L.C. Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-10/02/98--01071--002  
\*\*\*\*285.00 \*\*\*\*285.00

Re: OPH/BOYNTON REALTY, L.C. - Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find the original Articles of Organization for the above referenced limited liability company for filing with the Florida Department of State. Also enclosed is our firm's check in the amount of \$285.00 to cover the applicable filing fees. After filing, please send us a stamped copy of the Articles (a copy of which is enclosed herewith).

Thank you in advance for your assistance. Please do not hesitate to contact me if you have any questions.

Sincerely yours,

**MOMBACH, BOYLE & HARDIN, P.A.**

*Ashley E. Helsel*  
Ashley E. Helsel, Secretary to  
Gary S. Singer, Esq

/aeh  
Enclosures  
cc w/o encls.: Steve Kamelhair

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October 1, 1998

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TALLAHASSEE, FLORIDA

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Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

**ARTICLES OF ORGANIZATION  
OF  
OPH/BOYNTON REALTY, L.C.**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company shall be OPH/BOYNTON REALTY, L.C.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the limited liability company shall be located at 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, but the limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III  
DURATION**

The limited liability company shall have perpetual duration.

**ARTICLE IV  
PURPOSES AND POWERS**

The limited liability company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida, and in general to carry on any and all incidental business and to have and exercise all the powers conferred by the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

Prepared by:  
John D. Olivier, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 E. Broward Blvd., Suite 1950  
Ft. Lauderdale, Florida 33395  
(954)467-2200  
Florida Bar Number 0116742

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**ARTICLE V**  
**EXERCISE OF POWERS**

All limited liability company powers 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 Manager(s) of the limited liability company. This Article may be amended from time to time, as provided in the Operating Agreement of the limited liability company, by a unanimous vote of the members of the limited liability company.

**ARTICLE VI**  
**MANAGEMENT**

The limited liability company shall have one (1) Manager initially, who shall manage the business and affairs of the limited liability company. The number of Managers may be increased or decreased from time to time by the members, as provided in the Operating Agreement of the limited liability company, but shall never be less than one (1).

The name and street address of the initial Manager of the limited liability company, who shall serve until the earlier of the next annual meeting of the members of the limited liability company or until his successor is elected or qualifies, are:

Steven R. Kamelhair  
400 Northwest 74th Avenue  
Plantation, Florida 33317

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**ARTICLE VII**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company upon unanimous consent of the remaining members.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company is 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, and the initial registered agent at that office is Douglas L. Roberts.

**ARTICLE IX**  
**EFFECTIVE DATE**

These Articles of Organization shall become effective upon filing by the Department of State of the State of Florida.

**ARTICLE X**  
**INDEMNIFICATION**

The limited liability company is hereby specifically authorized to make provision for the indemnification of Managers, officers, employees and agents to the full extent permitted by law.

The undersigned, a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of OPH/BOYNTON REALTY, L.C.

Dated this 1st day of October, 1998.

  
\_\_\_\_\_  
STEVEN R. KAMELHAIR

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**AFFIDAVIT OF MEMBERSHIP  
AND CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared Steven R. Kamelhair ("Affiant"), who, being first duly sworn upon oath, deposes and states the following:

1. That the matters set forth herein are to the Affiant's own personal knowledge.
2. That Affiant is a member of OPH/BOYNTON REALTY, L.C.
3. That the limited liability company has at least two (2) members.
4. That the total amount of cash contributed by the members is \$1,000.00.
5. No property, other than cash, is anticipated to be contributed by members.
6. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes the amounts specified in items 4 and 5 above.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
STEVEN R. KAMELHAIR

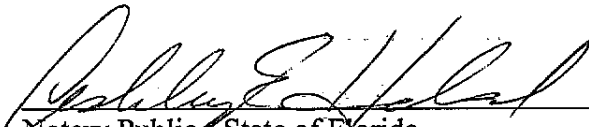
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED BEFORE ME this 1<sup>st</sup> day of October, 1998,  
by STEVEN R. KAMELHAIR, who is personally known to me.

  
\_\_\_\_\_  
Notary Public - State of Florida  
Print Name: ASHLEY E. HELSEL  
My Commission Expires: 8-30-99  
Commission Number: CC492751



ASHLEY E HELSEL  
My Commission CC492761  
Expires Aug. 30, 1999

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 608.407 and 608.415, Florida Statutes, the following is submitted:

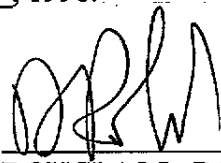
OPH/BOYNTON REALTY, L.C., desiring to organize or qualify under the laws of the State of Florida hereby designates Douglas L. Roberts as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

DATED this 1<sup>st</sup> day of October, 1998.

  
\_\_\_\_\_  
STEVEN R. KAMELHAIR

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 1<sup>st</sup> day of October, 1998.

  
\_\_\_\_\_  
DOUGLAS L. ROBERTS

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