

L98000002117



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 984393 10575A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 2:26

ORDER DATE : October 5, 1998

ORDER TIME : 12:0 PM

ORDER NO. : 984393-005

CUSTOMER NO: 10575A

CUSTOMER: Ms. Mayra Fuentes
CROMWELL PFAFFENBERGER
DAHLMEIR BARNER ETAL
Suite 410
631 U.S. Highway One
North Palm Beac, FL 33408

500002655875--4

DOMESTIC FILING

NAME: PARSONS & BENTON, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

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Name	<i>MAH</i>
Availability	<i>MAH</i>
Document	<i>MAH</i>
Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	<i>MAH</i>
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
... P. Verifier	<i>MAH</i>

**ARTICLES OF ORGANIZATION
OF
PARSONS & BENTON, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be PARSONS & BENTON, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be

1224 U.S. Highway One, Suite H, North Palm Beach, FL 33408

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Michael J. Parsons
1224 U.S. Highway One, Suite H
North Palm Beach, FL 33408

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as otherwise provided for in its regulations.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

MICHAEL J. PARSONS

1224 U.S. Highway One, Suite H
North Palm Beach, FL 33408

ERIC J. BENTON

1224 U.S. Highway One, Suite H
North Palm Beach, FL 33408

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at North Palm Beach, Florida on the 1st day of October, 1998.


MICHAEL J. PARSONS, Organizer

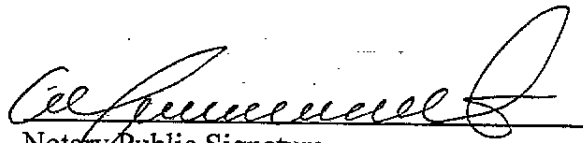

ERIC J. BENTON, Organizer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of October, 1998 by MICHAEL J. PARSONS and ERIC J. BENTON, who are personally known to me or who produced _____ as identification.

My Commission Expires: 8-15-2000
Commission Number: CC 577588

Notary Seal:


Notary Public Signature


Mayra Fuentes
Notary Public Printed Name



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of PARSONS & BENTON, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.

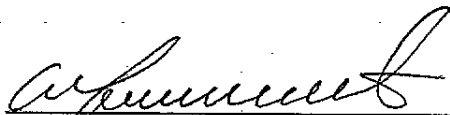

MICHAEL J. PARSONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

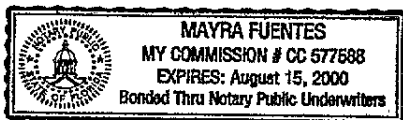
The foregoing instrument was acknowledged before me this 15th day of October, 1998 by MICHAEL J. PARSONS, who is personally known to me or who produced _____ as identification.

My Commission Expires: 8-15-2000
Commission Number: CC 577588

Notary Seal:


Notary Public Signature

Mayra Fuentes
Notary Public Printed Name



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EXHIBIT "A"

Each member's initial contribution to capital shall be in the amount of \$500.00 each. Additional capital contributions shall be agreed to by the members or as otherwise provided for in the regulations of the Limited Liability Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH


The undersigned members of PARSONS & BENTON, L.L.C. depose and say:

1. The above named Limited Liability Company has two members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000.00).
3. If any, the agreed value of property other than cash contributed by members is -0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is One Thousand Dollars (\$1,000.00). This total includes amounts from 2 and 3 above.

THE AFFIANTS SAY NOTHING FURTHER.

Dated this 1st day of October, 1998.

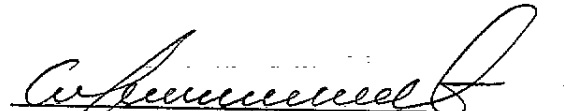

MICHAEL J. PARSONS, Member


ERIC J. BENTON, Member

Sworn to and subscribed to before me this 1st day of October, 1998 by MICHAEL J. PARSONS and ERIC J. BENTON, who are personally known to me or who produced _____ as identification.

My Commission Expires: 8-15-2000
Commission Number: CC577588

Notary Seal:


Notary Public Signature

Mayra Fuentes
Notary Public Printed Name



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