



THE UNITED STATES
CORPORATION
COMPANY

L98000002475

ACCOUNT NO. : 072100000032

REFERENCE : 003565 7167763

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 1:44

ORDER DATE : October 21, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 003565-005

CUSTOMER NO: 7167763

700002673497--3

CUSTOMER: Mr. Howard S. Chatoff
MR. HOWARD S. CHATOFF
MR. HOWARD S. CHATOFF
809 E. Palmetto Park Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: ~~PARTNERS~~ PARTNERS LLC

POSITRON

EFFECTIVE DATE:

76

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DIVISION OF CORPORATION

XX ARTICLES OF ORGANIZATION - LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

3/K
10/27/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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October 27, 1998

ROBERT MAXWELL
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: P.E.T. PARTNERS LLC
Ref. Number: W98000024349

RESUBMIT

Please give original
submission date as file date.

We have received your document for P.E.T. PARTNERS LLC 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.

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: 898A00052729

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I. NAME

The name of the Limited Liability Company is:

POSITRON PARTNERS, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 809 East Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 YEARS

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 809 East Palmetto Park Road, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at that address is Howard S. Chatoff.

ARTICLE V. MANAGEMENT

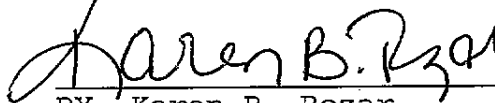
The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Member: Howard Chatoff 809 East Palmetto Park Road
Boca Raton, Florida 33432

William Chatoff Same As Above

The undersigned authorized representative of a member of
P.E.T. PARTNERS LLC hereby executes these articles of
organization on this 20 Day of October, 1998.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar
as its agent as authorized
representative of POSITRON
PARTNERS, LLC.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POSITRON PARTNERS, LLC. deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$1,000:
- 3) if any, the agreed value of property other than cash contributed by member(s) is _____:
- 4) the amount of cash or property anticipated to be contributed by member(s) is _____:
- 5) the total amount of 2, 3, and 4 is: \$1000.

Karen B. Rozar

Karen B. Rozar as agent for Corporation
Service Company in its capacity as authorized
representative of a member of POSITRON PARTNERS,
LLC.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**FILED
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 Or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name Of the limited liability Company is: POSITRON PARTNERS, LLC.

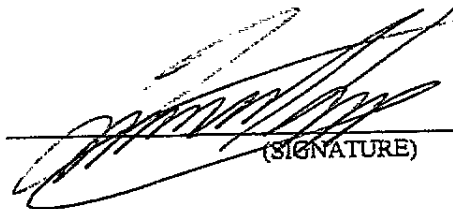
2. The name and address Of the registered agent and Office is:

Howmen Chatoff
(NAME)

809 E. Palmetto Park Rd
(P. O. BOX NOT ACCEPTABLE)

Boca Raton, FL 33432
(CITY/STATE/ZIP)

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.


(SIGNATURE)

10-28-98
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of POSITRON PARTNERS, LLC. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
20 day of October, 1998.

Nancy Buono-Gorni
WITNESS

Nancy Buono-Gorni
TYPED OR PRINTED NAME

William Chatoff
WITNESS

William Chatoff
TYPED OR PRINTED NAME

Howard Chatoff
SIGNATURE

Howard Chatoff
TYPED OR PRINTED NAME