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REFERENCE:

0174. 4591

DATE:

11-23-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Binghamton Associates, L.L.C.

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STATE FEES PREPAID WITH CHECK # 3606 FOR \$ 337.50

PLEASE FILE:

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\*\*\*\*337.50 \*\*\*\*337.50

- ( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION  
( ) ANNUAL REPORT ( ) MERGER ( ) WITHDRAWAL  
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT  
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT  
( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

PROVIDE US WITH:

- ( ) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) STAMPED COPY

Name	
Availability	NO
Document	NO
Examiner	NO
Updater	NO
Updater	NO
Verifier	NO
Acknowledgement	
V. P. Verifier	

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
BINGHAMTON ASSOCIATES, L.L.C.,  
a Florida limited liability company

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ARTICLE I  
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

BINGHAMTON ASSOCIATES, L.L.C.

ARTICLE II  
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE II  
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles, Chapter 608 of the Florida Statutes, or under the Operating Agreement of the Members. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

ARTICLE III  
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

1133 Fourth Street, Suite 310  
Sarasota, Florida 34236

ARTICLE IV  
INITIAL REGISTERED AGENT/OFFICE

The Limited Liability Company's registered office and its initial registered agent shall be:

Richard L. Mooers  
1133 Fourth Street, Suite 310  
Sarasota, Florida 34236

ARTICLE V  
ADMITTANCE OF NEW MEMBERS

No new Member shall be admitted without the prior written consent of more than fifty percent (50%) in interest of all Members. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Limited Liability Company's Operating Agreement, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

ARTICLE VI  
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by more than fifty percent in interest of the members. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

<u>Name</u>	<u>Address</u>
David S. Band	240 S. Pineapple Ave. 10 <sup>th</sup> Floor Sarasota, Florida 34236
Richard L. Mooers	1133 Fourth Street, Suite 310 Sarasota, Florida 34236

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ARTICLE VII  
INDEMNIFICATION

The Limited Liability Company shall indemnify the Managers and Members to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a Majority of the Members.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 19 day of NOVEMBER, 1998.

WITNESSES:

Debra L. Finchout  
Print Name

John W. WAD  
Print Name

Debra L. Finchout  
Print Name

John W. WAD  
Print Name

David S. Band  
David S. Band

Richard L. Mooers  
Richard L. Mooers

"MANAGING MEMBERS"

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BINGHAMTON ASSOCIATES, L.L.C.

2. The name and the Florida street address of the registered agent are:

Richard L. Mooers  
1133 Fourth Street, Suite 310  
Sarasota, Florida 34236

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Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 11-19-98

  
\_\_\_\_\_  
Richard L. Mooers  
Registered Agent


AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS

The undersigned Members or Authorized Representatives of the Members of BINGHAMTON ASSOCIATES, L.L.C., a Florida limited liability company, hereinafter referred to as "Company," certifies as follows:

1. The above named Limited Liability Company has at least one Member;
2. The total amount of cash contributed by the Member(s) is \$1,003,250.00;
3. If any, the agreed value of property other than cash contributed by Member(s) is \$  
    -0-; ( A description of the property is attached and made a part  
    hereto.); and
4. The total amount of cash and property contributed and anticipated to be contributed  
    by Member(s) is \$ -0-.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
David S. Band

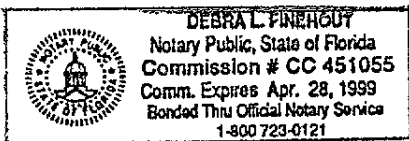
  
Richard L. Mooers


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"MANAGING MEMBERS"

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 19 day of November, 1998 by David S. Band, who is personally known to me ~~or who has produced~~ as identification and who ~~did~~ (did not) take an oath.



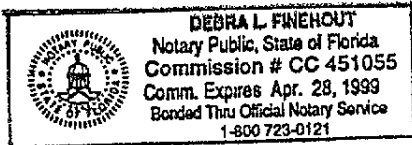
  
Notary Public  
Print Name DEBRA L. FINEHOUT

My Commission Expires:

406394

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of NOVEMBER, 1998 by Richard L. Mooers, who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.



Debra L. Finehout

Notary Public

Print Name DEBRA L. FINEHOUT

My Commission Expires:

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BINGHAMTON ASSOCIATES, L.L.C.

LIST OF PROPERTY

No property contributed other than cash as Set forth in Affidavit.

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