

L98000003118



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 059826 121767A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 059826-005

CUSTOMER NO: 121767A

900002708829--4

-12/10/98--01048--015

****285.00 ****285.00

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: COLLIER EQUITY PARTNERS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

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

98 DEC 10 PM 1:03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
COLLIER EQUITY PARTNERS, L.L.C.

The undersigned subscribing member to these Articles of Organization, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is Collier Equity Partners, L.L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of filing of these Articles of Organization with the Florida Department of State. The Limited Liability Company shall exist perpetually unless sooner terminated as provided herein.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office and mailing address is c/o Collier Enterprises, 3003 Tamiami Trail North, Naples, Florida 34103.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Terry L. Flora, Esq. The street address of the initial registered office of the Limited Liability Company in the State of Florida is 3003 Tamiami Trail North, Naples, Florida 34103.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 PM 1:03

ARTICLE V

DISSOLUTION; WINDING UP; LIQUIDATION

1. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

- (a) Unanimous agreement of the Members to dissolve.
- (b) The sale of all or substantially all of the assets of the Limited Liability Company.
- (c) The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

2. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by notice by any one or more Members (representing at least a majority of the remaining interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in Section 1 of this Article.

ARTICLE VI

MANAGEMENT

The Limited Liability Company shall be managed by a manager(s) and the name and address of the party who shall serve as the manager of the Limited Liability Company until its successors are elected and qualified is listed below:

Collier Management Services, Inc.
c/o Collier Enterprises
3003 Tamiami Trail North
Naples, Florida 34103

ARTICLE VII

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

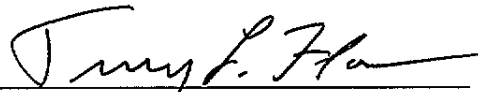
IN WITNESS WHEREOF, the undersigned subscribing member has executed these Articles of Organization effective this 7th day of December, 1998.


Miles C. Collier

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Collier Equity Partners, L.L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Naples, County of Collier, State of Florida, has named Terry L. Flora, Esq. at 3003 Tamiami Trail North, Naples, Florida 34103 as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at the place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Terry L. Flora, Esq.

AFFIDAVIT RE: CAPITAL CONTRIBUTIONS

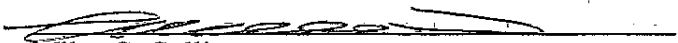
OF

COLLIER EQUITY PARTNERS, L.L.C.

COMES NOW, Miles C. Collier, a Member of Collier Equity Partners, L.L.C., a Florida limited liability company (the "Limited Liability Company"), who deposes and states as follows:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$ 8,500,000.00
3. If any, the agreed value of property other than cash contributed by the members is \$ -0-
4. The amount of cash or property anticipated to be contributed by the members is \$ 6,500,000.00
5. The total amount of 2, 3 and 4 is \$ 15,000,000.00
6. Affiant further sayeth naught.

Member:


Miles C. Collier

State of Florida)
County of Collier)

BEFORE ME, personally appeared Miles C. Collier, to me personally known ~~or who produced~~
~~as identification,~~ and he did acknowledge to me that he executed the
foregoing Affidavit re: Capital Contributions of Collier Equity Partners, L.L.C., a Florida limited liability
company, as Member of Collier Equity Partners, L.L.C.

WITNESS my hand and official seal this 8th day of December 1998.

Deborah A. Brown

Notary Public, State of Florida

Print Name: Deborah A. Brown

My Commission Expires: Oct. 16, 2000



Deborah A Brown
My Commission **CC594050**
Expires Oct. 16, 2000