



THE UNITED STATES
CORPORATION
COMPANY

L980000003139
00780-0254-00471
W98-27558

ACCOUNT NO. : 072100000032

REFERENCE : 058102 8739A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 285.00

ORDER DATE : December 9, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 058102-005

CUSTOMER NO: 8739A

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CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
SIEGEL LIPMAN DUNAY & SHEPARD,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: PLEXUS PROPERTIES, 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: Christopher Smith

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DIVISION OF CORPORATIONS
98 DEC -9 AM 11:31

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

CSC

SUBJECT: PLEXUS PROPERTIES, L.L.C.
Ref. Number: W98000027558

RESUBMIT

Please give original
submission date as file date.

We have received your document for PLEXUS PROPERTIES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00058194

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**ARTICLES OF ORGANIZATION
OF
PLEXUS VENTURES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

Article I - Name

The name of the Limited Liability Company is Plexus Ventures, L.L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 836 S.E. 5th Avenue, Delray Beach, Florida 33483.

Article III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

Article IV - Management

The Limited Liability Company is to be managed by a manager. The name and address of the manager, who shall serve as the manager until the first annual meeting of members or until his successor is elected and qualifies, is Dennis F. Kelly, Jr., 836 S.E. 5th Avenue, Delray Beach, Florida 33483.

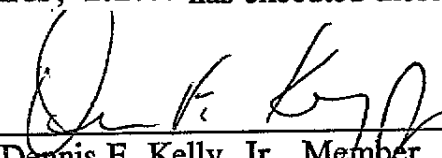
Article V - Members' Right to Admit Additional Members

The terms and conditions governing the admission of additional members of the Limited Liability Company by sale, assignment or gift of a member's interest, or by sale of an interest by the Limited Liability Company are set forth in the operating agreement of the Limited Liability Company.

Article VI - Members' Rights to Continue Business

On the death, withdrawal, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company by vote of a majority in interest of the remaining members.

The undersigned member of Plexus Ventures, L.L.C. has executed these Articles of Organization as of December 8, 1998.


Dennis F. Kelly, Jr., Member

98 DEC -9 AM 11:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
PLEXUS VENTURES, L.L.C.**

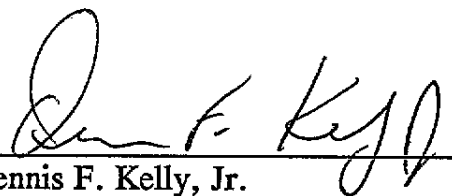
**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE
AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the Limited Liability Company is Plexus Ventures, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Dennis F. Kelly, Jr.
836 S.E. 5th Avenue
Delray Beach, Florida 33483

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.

Dated: December 8, 1998

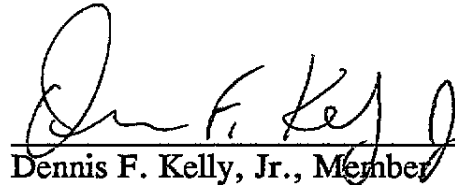

Dennis F. Kelly, Jr.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
PLEXUS VENTURES, L.L.C.**

The undersigned member of Plexus Ventures, L.L.C., certifies:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000).
3. No property other than cash has been contributed by the members.
4. The total amount of cash and property contributed and anticipated to be contributed by members is One Thousand Dollars (\$1,000).

Dated: December 8, 1998


Dennis F. Kelly, Jr., Member