

Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

PALM BEACH ASSET MANAGEMENT, LLC

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ARTICLES OF ORGANIZATION OF
PALM BEACH ASSET MANAGEMENT, LLC

ARTICLE I

Name

The name of this Limited Liability Company is Palm Beach Asset Management, LLC
(the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is:

Palm Beach Asset Management, LLC
249 Royal Palm Way
Suite 400
Palm Beach, FL 33480

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of the Company shall be c/o Cummings & Lockwood, 3001
Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office
shall be CLASP INC.

Prepared by:

Aaron A. Farmer, Esq.
Cummings & Lockwood
P.O. Box 413032
Naples, FL 34101-3032
(941) 262-8311
Florida Bar No.: 0995053

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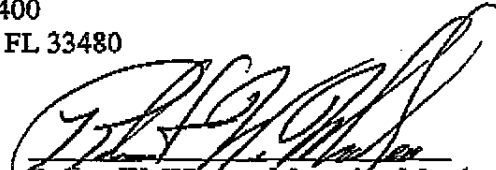
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ARTICLE V
Management

The Company is to be managed by a managing member and the name and address of the managing member who shall serve as managing member until the first annual meeting of members of the Company or until his successor is chosen and shall have qualified or until his earlier death, resignation or removal is:

Mr. Robert W. Whalen
249 Royal Palm Way
Suite 400
Palm Beach, FL 33480


Robert W. Whalen, Managing Member

Dated this 28th day of January, 1999.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Managing Member of Palm Beach Asset Management, LLC (the "Company") deposes and certifies as follows in connection with the organization of the Company:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members to the capital of the Company at this time is \$1,000.00.
3. No property other than cash has been contributed by members to the capital of the Company.
4. No additional cash or property is currently anticipated to be contributed by the members of the Company to the capital of the Company in the future.
5. The total of the amounts set forth in clauses 2, 3 and 4 above is \$1,000.00.



Robert W. Whalen, Managing Member

Dated: January 28, 1999

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.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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 AND REGISTERED AGENT OF THE COMPANY IN THE STATE OF FLORIDA:

1. The name of the limited liability company is Palm Beach Asset Management, LLC.
2. The name and address of the registered agent and office is:

CLASP INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103


PALM BEACH ASSET
MANAGEMENT, LLC

By: 
Name: Robert W. Whalen
Title: Managing Member

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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, the undersigned hereby accepts its appointment as registered agent for said company and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

CLASP INC.
Registered Agent

By: 
Name: Aaron A. Farmer
Title: Vice-President

DATED: February 2, 1999.

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