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ACCOUNT NO. : 072100000032

REFERENCE : 132030 81404A

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pigott

ORDER DATE : February 11, 1999

ORDER TIME : 2:53 PM

ORDER NO. : 132030-005

100002773451--5

CUSTOMER NO: 81404A

CUSTOMER: Frederic T. Dehon, Esq.
MATHISON & MATHISON
MATHISON & MATHISON
Suite 211
5606 Pga Boulevard
Palm Beach Gdns, FL 33418

DOMESTIC FILING

NAME: CHANNING LLC 31, A LIMITED
LIABILITY COMPANY

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: Tamara Odom

EXAMINER'S INITIALS: _____

L99000000810

Name	<i>RL</i>
Availability	<i>RL</i>
Document Examiner	<i>RL</i>
Updater	<i>RL</i>
Updater Verifier	<i>RL</i>
Acknowledgment	<i>RL</i>
W. P. Verifier	<i>RL</i>

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99 FEB 11 PM 5:09
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TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 11 PM 3:59
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CHANNING LLC 31, A LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of this limited liability company is and shall continue to be **CHANNING LLC 31**, referred to in these Articles of Organization as the "Company."

ARTICLE II
REGISTERED OFFICE AND AGENT

The registered office of the Company is **5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418**. The Company's registered agent is **Stephen Mathison**, whose office is located at **5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418**.

ARTICLE III
DURATION

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

ARTICLE IV
ORGANIZER

The organizer of the Company is **Joel Channing**, a natural person at least eighteen (18) years old.

ARTICLE V
PURPOSE AND POWERS

This Company is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate offices for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto that is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

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TALLAHASSEE, FLORIDA

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ARTICLE VI MANAGEMENT BY MEMBERS

Section 6.01 Management by Members

The Company will be managed by its members.

Section 6.02 Operational Authority of Members

(a) Means of Decision Making. Except as provided by resolution or written action of the members, the members, acting as a group or individually, have sole and equal authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business;

(b) Delegation of Managerial Authority. The members may delegate to a subcommittees of members, an individual member, or an employee of the Company any management responsibility or authority.

Section 6.03 Nonliability of Members for Acts or Omissions in Their Managerial Capacity

To the full extent permitted by the applicable Florida law, all members are released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity. This release does protect a member from being required by a court to purchase the membership interest of another member who successfully contends that the member has committed actionable oppressive acts to the prejudice of the other members. No amendment or repeal of this section affects any liability or alleged liability of any member for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

ARTICLE VII IDENTIFICATION OF MANAGERS

Section 7.01 The names and addresses of the managers of the Company are:

- | | | | |
|----|-----------------------------|----|-----------------------------|
| 1. | Joel B. Channing | 2. | Jon H. Channing |
| | 3300 PGA Blvd, Suite 550 | | 3300 PGA Blvd, Suite 550 |
| | Palm Beach Garden, FL 33410 | | Palm Beach Gardens, FL 3341 |

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TALLAHASSEE, FLORIDA

ARTICLE VIII ADMISSION OF NEW MEMBERS

Section 8.01 New Members Who Acquire Their Membership Interests From the Company

Admission by Members. Pursuant to Section 608.4232 of Florida Limited Liability Act (The "Act"), the Company may admit additional members only upon written consent by all the members. Any new member approved by the existing members as set forth herein shall become a member of the Company upon the payment of a capital contribution to the Company as established from time to time by the members and/or upon such member's agreements which comply with these Article of Organization, Regulations (as defined under the Act), and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member

No member may transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the consent of a majority in interest of the other members. If the members give the required consent, the transferee is admitted to membership in the Company. If the members do not give the required consent, the transferee does not become a member and has no right to participate in the management of the company. No individual may participate in management of the Company who receives his interest by will, devise, inheritance, or any other testamentary gift or instrument as recognized by applicable law, without consent by members of a majority in interest of the Company.

ARTICLE IX DISSOLUTION

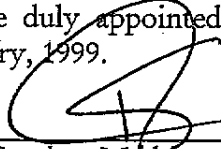
Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation. To avoid dissolution under this Section 9.01(b), the Company must have at least one remaining member.

In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining members.

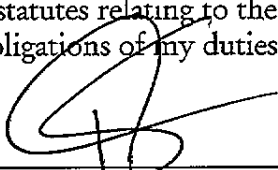
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in the representative capacity as the duly appointed representative of all the members of this Company on the 10th day of February, 1999.


Stephen Mathison,
As authorized member Representative.

**CERTIFICATE DESIGNATING AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In Compliance with Section 608.415, Florida Statutes, it is submitted that CHANNING LLC 31, a limited liability company, organized under the laws of the State of Florida as a limited liability company, has named Stephen Mathison, whose address is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within Florida (registered agent).

Having been named as registered agent and to accept service of process for the above stated Florida Limited Liability Company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on the 10th day of February, 1999, to accept the appointment as registered agent and to act in this capacity. I further agree with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



Stephen Mathison as
Authorized Member
Representative

2-10-99
Date

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99 FEB 11 PM 5:00
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TALLAHASSEE, FLORIDA

Supplemental
Affidavit of Capital Contributions Attached To
Articles of Organizations
of
CHANNING LLC 31, A Limited Liability Company.

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.407(2), F.S., the undersigned, being the authorized representative of all of the Members of CHANNING LLC 31, a Florida Limited Liability Company, formed hereunder (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. As of the date hereof, the amount of capital contributions to the Company is as follows:

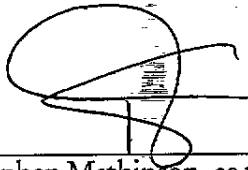
One Hundred Dollars (\$100.00)
3. The anticipated amount of additional contributions to the Company made by the members will be as follows:

None
4. There have been no contributions to the Company made by the members other than as stated in the preceding paragraphs of this affidavit.

FUTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the authorized representative of the members of the Company, declares that the undersigned has read the forgoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

Dated: 2-10, 1999.



Stephen Mathinson, as the
Authorized representative
of the members.