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**STEVEN A. SCIARRETTA, P.A.**

ATTORNEYS AT LAW

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Asset Protection  
Business and Taxation Planning  
Probate Administration  
Trusts and Estate Planning

TWO DAY UPS

February 10, 1999

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-02/11/99--01044--009

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RE: ARE MANAGEMENT LC.

Ladies\Gentlemen:

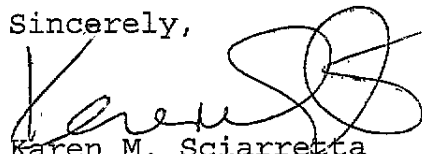
Please find enclosed for filing an original and one (1) copy of the Articles of Organization and Affidavit for the above referenced Limited Liability Company.

I have also enclosed a check made payable to the Department of State in the amount of \$346.25 which represents the \$250.00 filing fee, the \$35.00 Designation of Registered Agent fee, \$52.50 for a Certified Copy, and \$8.75 for a Certificate of Status.

Please forward the completed paperwork to me at the address noted above.

Thank you.

Sincerely,

  
Karen M. Sciarretta  
KMS\pd.  
enclosures

44  
2-15-99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is:  
ARE MANAGEMENT LC.

ARTICLE II

The mailing address and street address of the principal place of business of this limited liability company is: 16241 Bridlewood Circle, Delray, FL 33445.

ARTICLE III

The period of duration of this limited liability company is:  
Perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who are to serve as managers are:

Richard S. Scalesse 16241 Bridlewood Circle, Delray, FL 33445.  
Gail M. Scalesse 16241 Bridlewood Circle, Delray, FL 33445.

\_\_\_\_\_  
Steven A. Sciafretta, Esq.  
Authorized Representative for  
Richard S. Scalesse, MANAGER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ARE MANAGEMENT LC. DEPOSES AND SAYS:

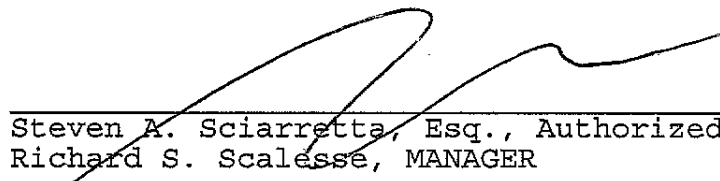
1) the above named limited liability company has at least two members.

2) the total amount of cash contributed by the member(s) is \$0.00.

3) if any, the agreed value of property other than cash contributed by member(s) is \$15,000.00.

A description of the property is attached and make a part hereto: Watercraft.

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$15,000.00.



Steven A. Sciarretta, Esq., Authorized Representative for  
Richard S. Scalesse, MANAGER

(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.)

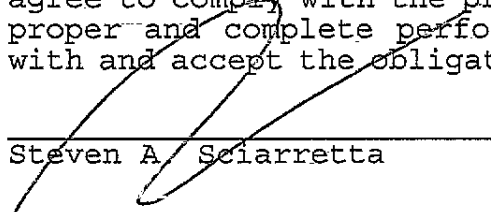
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TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
ARE MANAGEMENT LC.
2. The name and address of the registered agent and office is:  
Steven A. Sciarretta, PA. 2300 Glades Road, Suite 302E,  
Boca Raton, FL 33431

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.

  
\_\_\_\_\_  
Steven A. Sciarretta

2-10-99  
\_\_\_\_\_  
Date

\$35 Designation of Registered Agent Fee

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TALLAHASSEE, FLORIDA