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Law Offices of
Harrison K. Chauncey, Jr., P. A.
241 Bradley Place
Palm Beach, Florida 33480

Harrison K. Chauncey, Jr.
Mark R. Brown

Telephone: (561) 833-3001
Facsimile: (561) 833-9060

W99-5067

February 18, 1999

Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

100002784511--3
-02/23/99--01055--010
****285.00 ****285.00

Re: Livingston Investments, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced entity, together with this firm's check in the amount of \$285.00, representing the filing fee.

Please forward confirmation of this filing to the undersigned at your earliest possible convenience.

Sincerely,

Cynthia F. Skwierc

Cynthia F. Skwierc
Paralegal

Enclosure

FILED
99 MAR 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL
3-10-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 2, 1999

CYNTHIA F. SKWIERC
HARRISON K. CHAUNCEY, JR., P.A.
241 BRADLEY PLACE
PALM BEACH, FL 33480

SUBJECT: LIVINGSTON INVESTMENTS, LLC
Ref. Number: W99000005067

We have received your document for LIVINGSTON INVESTMENTS, LLC 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 document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 599A00009488

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
LIVINGSTON INVESTMENTS, L.L.C.**

ARTICLE I

NAME

The name of the limited liability company is LIVINGSTON INVESTMENTS, L.L.C..

ARTICLE II

ADDRESS

The mailing address and the street address of the principal offices of the Limited Liability Company is: 241 Bradley Place, Palm Beach, Florida 33480.

ARTICLE III

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2030, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV

MANAGEMENT

The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

Name

Chester F. English

Address

241 Bradley Place
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided that there is at least one (1) remaining member.

ARTICLE VII

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LIVINGSTON INVESTMENTS, 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 member(s) is: \$1,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is: \$ 0.00
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$1,000.00


Mark R. Brown, Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to and subscribed before me this 5th day of March, 1999, by Mark R. Brown, who is personally known to me or who produced _____ as identification.


Notary Public

My Commission Number _____
My Commission Expires _____



**CERTIFICATE 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is LIVINGSTON INVESTMENTS, L.L.C.
2. The name and Florida street address of the registered agent are:

Mark R. Brown, Esquire
241 Bradley Place
Palm Beach, Florida 33480

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.


Mark R. Brown, Registered Agent

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99 MAR 10 AM 8:32
CLERK OF STATE
TALLAHASSEE, FLORIDA