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Reply to: Fort Lauderdale

March 22, 1999

Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

800002815928--5
 -0323/99-01082-010
 *****285.00 *****285.00

**Re.: Articles of Organization
 Designation of Registered Agent/Office
 Palmetto Place Associates, L.L.C.
 Our file no.: 98-164**

Dear Sir/Madam:

Enclosed please find:

1. Articles of Organization; (original and copy)
2. Certificate of Designation of Registered Agent/Registered Office; (original and copy)
3. Check for TWO HUNDRED EIGHTY-FIVE AND NO/100 (\$285.00) for filing fee for Designation of Registered Agent (\$35.00) and filing fee for Articles of Organization (\$250.00)

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with file stamped copies of the Certificate designating registered agent, Articles of Organization, and the applicable charter number for this limited liability company.

Thanking you in advance for your prompt attention. Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Wendy Beck

Wendy Beck

98-164

Name	[Signature]
Availability	[Signature]
Document	[Signature]
Email	[Signature]
Updated	[Signature]
Updated	[Signature]
Version	[Signature]
Acknowledgment	[Signature]
W. P. Verwer	[Signature]

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR 23 PM 3:19

RECEIVED
 99 MAR 23 PM 2:50
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

WENDY BECK
COLODNY, FASS & TALENFELD, P.A.
2000 WEST COMMERCIAL BLVD., SUITE 232
FORT LAUDERDALE, FL 33309

SUBJECT: PALMETTO PLACE ASSOCIATES, L.L.C.
Ref. Number: W99000006994

We have received your document for PALMETTO PLACE ASSOCIATES, 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):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00014504

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 3:59

ARTICLES OF ORGANIZATION

ARTICLE I

The name of the Limited Liability Company is PALMETTO PLACE ASSOCIATES, L.L.C.

ARTICLE II

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

PALMETTO PLACE
ASSOCIATES, L.L.C.
2200 East 4th Ave.
Hialeah, FL 33013

ARTICLE III

The period of duration for the Limited Liability Company shall be Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a Managing Member (as defined by the Florida Statutes) and the name and address of such Managing Member who is to serve as manager is:

John J. Brunetti, Sr.
2200 East 4th Ave.
Hialeah, FL 33013

ARTICLE V

The right, if given, of the members to admit additional members and the terms and the conditions of the admissions shall be as set forth in the Operating Agreement of Palmetto Place Associates, L.L.C. *upon the consent of all the members*

ARTICLE VI


The right, if given, of the remaining, members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the limited liability company shall be as set forth in the Operating Agreement of Palmetto Place Associates, L.L.C.

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ARTICLE VII

The undersigned member or authorized representative of a member of PALMETTO PLACE ASSOCIATES, 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 \$2,000,000.00;
3. if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto); and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$2,000,000.00.



Signature of a member or authorized representative of a member.

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.

John J. Brunetti, Sr.

Name of Signee

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**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: PALMETTO PLACE ASSOCIATES, L.L.C.

2. The name and the Florida street address of the registered agent are:

JOHN J. BRUNETTI, SR.

NAME

2200 EAST 4th AVENUE

Florida street address (P. O. Box NOT ACCEPTABLE)

HIALEAH, FL 33013

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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, 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.

John J. Brunetti
JOHN J. BRUNETTI

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent