



9900000/718

ACCOUNT NO. : 072100000032

REFERENCE : 182899 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 4:14

ORDER DATE : March 25, 1999

ORDER TIME : 1:41 PM

ORDER NO. : 182899-005

300002819013--7
-03/25/99--01001--020
****285.00 ****285.00

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.S. Highway 1
North Palm Beac, FL 33408

L99-1718

Name	OR 3-3
Address	
City	
State	
Zip	
Signature	
Witness	
Notary	
W. P. Verifier	

DOMESTIC FILING

NAME: JUPITER INTERCHANGE, LLC

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: Janna Wilson

EXAMINER'S INITIALS:

99 MAR 25 PM 3:50
DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION

FOR

JUPITER INTERCHANGE, LLC,
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

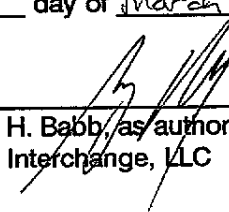
1. Name. The name of this company shall be JUPITER INTERCHANGE, LLC.
2. Duration/Continuation. The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing address and the street address of the principal office of the Company is 3910 RCA Blvd., Suite 1011, Palm Beach Gardens, FL 33410.
4. Registered Agent and Office. The name and street address of the initial registered agent and initial registered office for this Company is as follows: Alys Nagler Daniels, c/o Gary, Dytrych & Ryan, P.A., 701 U.S. Hwy. One, Ste. 402, N. Palm Beach, FL 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the unanimous approval of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.
6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.
7. Management of Company. The management of the Company is reserved to managers. The name and address of the Managers, who shall serve until the first annual meeting of members or until his successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
MPS Development, LLC a Virginia Limited Liability Company	Route 1, Box 620 Hot Springs, VA 24445
Palm Beach Acquisitions, LLC, a Florida Limited Liability Company	3910 RCA Blvd., Suite 1011 Palm Beach Gardens, FL 33410

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned authorized representative of a member of Company hereby executes these articles of organization on this 24th day of March, 1999.


Wayne H. Babb, as authorized representative of
Jupiter Interchange, LLC

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of Mar, 1999, by Wayne H. Babb, who is personally known to me, ~~or who has produced~~ _____ as identification.


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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

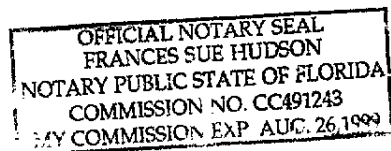

Alys Nagler Daniels

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of Mar, 1999, by Alys Nagler Daniels, who is personally known to me, ~~or who has produced~~ _____ as identification.


NOTARY PUBLIC
SERIAL NO.:

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Palm Beach

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99 MAR 25 PM 4:14

Before the undersigned authority personally appeared Wayne H. Babb, who on oath says:

1. That he is the Vice President and authorized representative of Palm Beach Acquisitions, LLC, a Florida limited liability company, which is a member and authorized representative of Jupiter Interchange, LLC, a Florida limited liability company.
2. That Jupiter Interchange, LLC, a Florida limited liability company has at least one member.
3. The amount of cash contributed by the members is as follows: \$10,000.00 cash.
4. The description and agreed value of property other than cash contributed by the member(s), if any, is: \$0.00.
5. The additional amount of cash or property anticipated to be contributed by the members is \$5,990,000.00.
6. The total amount of 3., 4. and 5. is: \$6,000,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Wayne H. Babb, as Vice President and authorized agent of Palm Beach Acquisitions, LLC, a Florida limited liability company, in its capacity as member and authorized representative of Jupiter Interchange, LLC, a Florida limited liability company.

Sworn to and subscribed before me this 24th day of March, 1999 by Wayne H. Babb who is personally known to me or who has produced [type of identification] as identification.

Frances Sue Hudson
Signature of Notary

Frances Sue Hudson
Print, type or Stamp
Commissioned Name of Notary Public

