

L99000001983



ACCOUNT NO. : 072100000032

REFERENCE : 196592 4355011

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1999

ORDER TIME : 3:47 PM

ORDER NO. : 196592-005

CUSTOMER NO: 4355011

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-04/08/99--01002--018
*****337.50 *****337.50

CUSTOMER: Mr. Dean Vegosen
LEWIS VEGOSEN ROSENBACH &
LEWIS VEGOSEN ROSENBACH &
10th Floor
500 S. Australian Ave.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: NORTH OCEAN PARTNERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/8/99	CERTIFIED COPY
Availability	DCC	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT PERSON: Janna Wilson	
Updater	DCC	
Registrar	DCC	
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

FILED
99 APR -7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR -7 PM 4:42
DIVISION OF CORPORATION

L99000001983

ARTICLES OF ORGANIZATION
OF
NORTH OCEAN PARTNERS, LLC

FILED
99 APR -7 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person competent to contract hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be North Ocean Partners, LLC.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 324 Royal Palm Way, Suite 204, Palm Beach, Florida 33480, and the name and address of the initial registered agent of the Company at that address is Edward Cury. The Company shall have the privilege of having offices at other places within

or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 6.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 7.

Management

Management of the Company is reserved to Edward Cury, Stephen E. Cury and Louis S. Beck until such time as another manager is designated in accordance with the Regulations. The signature of any one of such parties shall be sufficient to bind the Company. The address for all such parties is 324 Royal Palm Way, Suite 204, Palm Beach, Florida 33480.

ARTICLE 8.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every

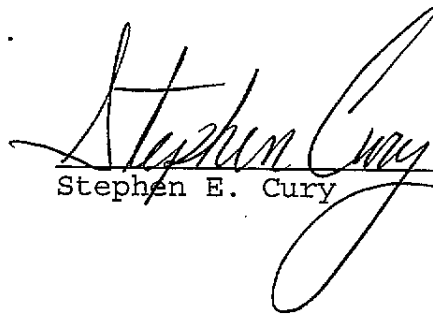
manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 9.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successors or members in their place and stead.

In witness of the foregoing, I have hereunto set my hand and seal this 5th day of April, 1999.

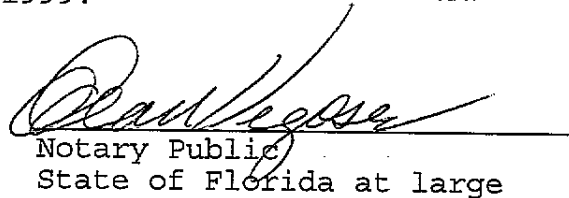

Stephen E. Cury

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me personally came and appeared Stephen E. Cury, who is personally known to me, or who has produced a Florida driver's license as identification, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 1999.


Notary Public
State of Florida at large



DEAN VEGOSEN
My Comm Exp. 5/08/00
Bonded By Service Inc
No. CC551577

[] Personally Known [] Other I.D.

FILED
99 APR - 7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That North Ocean Partners, LLC, desiring to organize as a
limited liability company under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Organization, has named Edward Cury, located at 324 Royal Palm Way,
Suite 204, Tow of Palm Beach, County of Palm Beach, State of
Florida, as its agent to accept service of process with this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated limited liability company, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


Edward Cury

FILED
99 APR -7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

FILED
99 APR -7 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared Edward Cury, who being by me first duly sworn, deposed and stated:

1. I am a member of North Ocean Partners, LLC, a Florida limited liability company in formation ("the Limited Liability Company").

2. The Limited Liability Company has at least two members.

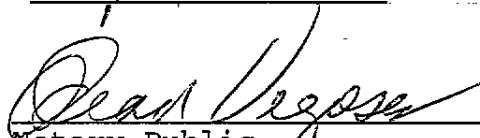
3. The total amount of cash contributed by the members as of the date hereof is Five Hundred Thousand Dollars (\$500,000.00).

4. The agreed value of property other than cash contributed by the members is \$0.00, and no property other than cash is anticipated to be contributed by the members.

5. The total amount of cash anticipated to be contributed to the Limited Liability Company by the members is Five Hundred Thousand Dollars (\$500,000.00). This total includes the amounts set forth in paragraphs 3 and 4 above.


Edward Cury

Sworn to and subscribed before me by Edward Cury, who is personally known to me or who produced a Florida driver's license as identification, this 5 day of April, 1999.


Notary Public
State of Florida at large



DEAN VEGOSEN
My Comm Exp. 5/25/00
Bonded By Service Inc
No. CC551577
() Personally Known () Other I.D.