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## LIMITED LIABILITY COMPANY

2001 PARTNERS, L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

2001 PARTNERS, L.C.

The undersigned initial member of 2001 PARTNERS, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I  
COMPANY NAME

The name of the company is 2001 PARTNERS, L.C.

ARTICLE II  
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III  
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

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

c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, Florida 33467

ARTICLE IV  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

THIS INSTRUMENT PREPARED BY:  
Geoffrey S. Mombach, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 E. Broward Blvd., Suite 1950  
Fort Lauderdale, Florida 33394  
Florida Bar No. 201367  
(954) 467-2200

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Geoffrey S. Mombach, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 East Broward Boulevard  
Suite 1950  
Fort Lauderdale, Florida 33394

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI  
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII  
MANAGEMENT

The Company shall be managed by the members. The names and addresses of the members are set forth below:

Israel Szmiga  
c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, Florida 33467

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Richard Szmiga  
c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, Florida 33467

Fred Bilowit  
c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, Florida 33467

Rogelio Sarmoen  
c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, Florida 33467

Leonard Cyrulnik  
20365 Hacienda Court  
Boca Raton, Florida 33498

E. Wayne Legum  
c/o Charles Greens Nursery  
6900 South Military Trail  
Lake Worth, Florida 33463

John Baleno  
1109 Russel Drive, Unit A  
Highland Beach, Florida 33487

Silva Feld  
c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

Steven Wolf  
c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

Eric Wolf  
c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

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The name and address of the initial Managing Member is set forth below:

Fred Bilowit  
c/o Royal Landscaping  
7031 Parklane Road  
Lake Worth, FL 33467

ARTICLE VIII  
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX  
AMENDMENT TO ARTICLES OF ORGANIZATION

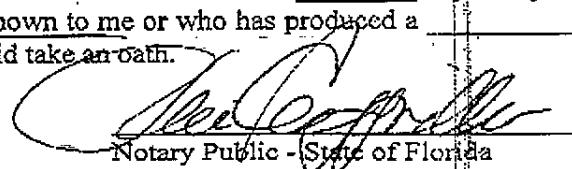
Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

IN WITNESS WHEREOF, the undersigned being the initial member of the limited liability company hereby executes these Articles of Organization, this 12 day of April, 1999.

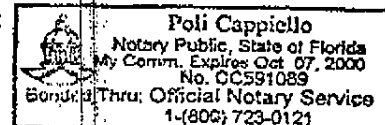
  
FRED BILOWIT

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 12th day of April, 1999, by FRED BILOWIT, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

  
Notary Public - State of Florida  
My Commission Expires:  
Commission Number:

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## AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as managing member of 2001 PARTNERS, L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Company has ten (10) members.

2. The amount of cash contributed by the members of the Company to date is \$ 115,000.

The amount of cash anticipated to be contributed by the members to the Company is \$ 800,000 Total.

4. No property has been contributed.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 12 day of April, 1999.

FRED BILOWIT  
FRED BILOWIT.

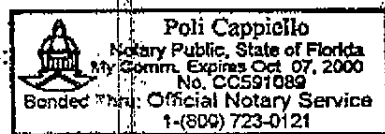
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SWORN TO and SUBSCRIBED before me this 12th day of April, 1999 by Fred Bilowit, who is personally known to me or has produced as identification.

Poli Cappiello  
Notary Public, State of Florida

My Commission No.:

My Commission Expires:



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4-14-1999 4:05PM

FROM

P. 7

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon 2001 PARTNERS, L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 14 day of April, 1999.

  
Geoffrey S. Mombach

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