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FROM HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

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May 14, 1999

VIA FACSIMILE NO. (850) 922-4003

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir/Madam:

Re: **STRATEGIC OPERATING PARTNERS, L.L.C.**

19

Attached are the Articles of Organization for STRATEGIC OPERATING PARTNERS, L.L.C. hereby submitted for electronic filing.

Please charge our account accordingly and forward the certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

Tracey A. Testa

By:

Tracey A. Testa
Corporate Paralegal

tat

Attachment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Number : 072720000242
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Fax Number : (561) 394-3862

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LIMITED LIABILITY COMPANY

STRATEGIC OPERATING PARTNERS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	3 4
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
FOR
STRATEGIC OPERATING PARTNERS, L.L.C.**

**ARTICLE I
NAME**

The name of the limited liability company is **STRATEGIC OPERATING PARTNERS, L.L.C.** (the "LLC").

**ARTICLE II
DURATION**

The period of duration for the LLC shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the LLC is
809 East Palmetto Park Road, Boca Raton, Florida 33432.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and the street address of the initial registered agent of the LLC in the State of Florida are:

Howard S. Chatoff
809 East Palmetto Park Road
Boca Raton, Florida 33432.

THIS INSTRUMENT PREPARED BY:

Susan K. Baumel, Esq.
Hodgson. Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500
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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The members of the LLC shall have the right to admit additional persons to the LLC as members upon the written consent of the members having among them (a) more than two-thirds of the interests (determined by percentage and not per capital) of all members and (b) more than two-thirds of the capital accounts (determined by value and not per capital) of all members.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the LLC shall have the right to continue the business on 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 LLC if within 180 days after such event the LLC is continued by the vote or written consent of the remaining members having among them (a) more than two-thirds of the interests (determined by percentage and not per capital) of all members and (b) more than two thirds of the capital accounts (determined by value and not per capital) of all members (not including the interest of the member whose membership is so terminated).

**ARTICLE VII
MANAGEMENT**

The LLC is to be managed by a manager, and the name and address of such manager who is to serve as manager until the first annual meeting of members or until its successor is elected and qualified are:

L98-2415
POSITRON PARTNERS, LLC
809 East Palmetto Park Road
Boca Raton, Florida 33432.

The manager shall have the authority to adopt regulations for the LLC.

IN WITNESS WHEREOF, the undersigned has made and executed these Articles of Organization this 14 day of May, 1999.

POSITRON PARTNERS, LLC

By: 

Howard S. Chatoff, Manager

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of STRATEGIC OPERATING PARTNERS, 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 \$ 1,000,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
(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 \$ 1,000,000.00

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Under the penalties of perjury the undersigned declares that the information stated above is true, to the best of its knowledge and belief.

POSITRON PARTNERS, LLC

Dated: May 14, 1999

By: 
Howard S. Chatoff, Manager

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.

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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 STRATEGIC OPERATING PARTNERS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Howard S. Chatoff
809 East Palmetto Park Road
Boca Raton, Florida 33432.

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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.



Howard S. Chatoff

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