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Law Offices

JOEL BERNSTEIN, ESQ., P.A.

11900 Biscayne Blvd., Suite 604
Miami, Florida 33181

Telephone: 305.892.1122
Facsimile: 305.892.0822

May 21, 1999

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*****285.00 *****285.00

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

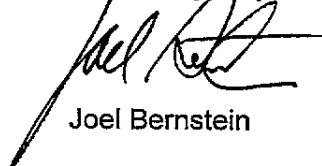
Re: GROVEGATE CAPITAL PARTNERS, L.L.C.

Herewith for filing the Articles of Organization of the above referenced Limited Liability Company,
along with a check for \$285.

Please stamp the enclosed extra copy as FILED and return to me with a Letter of Acknowledgment
of the filing.

Please note that the LLC has received no cash to date from its members.

Yours very truly,


Joel Bernstein

FILED
99 MAY 24 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
GROVEGATE CAPITAL PARTNERS, L.L.C.
(A FLORIDA LIMITED LIABILITY COMPANY)**

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ARTICLE I

Name

The name of the Limited Liability Company is **GROVEGATE CAPITAL PARTNERS, L.L.C.**

ARTICLE II

Address

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

1000 Brickell Avenue
Suite 900
Miami, Florida 33131

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be until December 31, 2030.

ARTICLE IV

Management

The Limited Liability Company is to be managed by the following managers and the names and addresses of the managers are:

Bobby Story	164 Golf Club Drive Longwood, FL 32779
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Anthony Leavitt	1000 Brickell Avenue Suite 900 Miami, FL 33131
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harold Lee Connell 1000 Brickell Avenue
Suite 900
Miami, FL 33131

Fred G. Schaller 2670 McCall Road-South
Englewood, FL 34224

John W. Cooney 169 Lincoln Road
Suite 318
Miami Beach, FL 33139

ARTICLE V
Admission of Additional Members

The members have the right to admit additional members and the terms and conditions of the admissions shall be: Upon approval of the Management Committee of the Company.

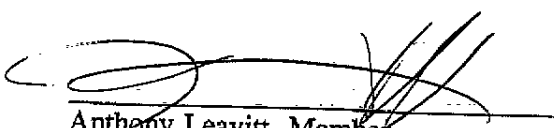
ARTICLE VI
Members Rights to Continue Business

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates the continued membership of a member.

ARTICLE VII
Affidavit of Membership and Contributions

The undersigned member of GROVEGATE CAPITAL PARTNERS, L.L.C. certifies:

- (1) the above named limited liability company has at least two members; and
- (2) the total amount of cash and property anticipated to be contributed by the members is \$2,000,000.


Anthony Leavitt, Member

**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: GROVEGATE CAPITAL PARTNERS, L.L.C.

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

Joel Bernstein, Esq.

Name

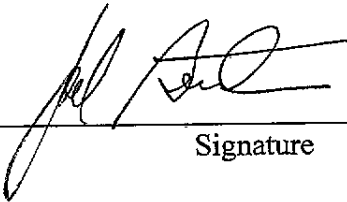
11900 Biscayne Blvd., Suite 604

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

Miami, Florida 33181

City, State and Zip

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.


Signature

Filing Fee: \$35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA