

CORPORATE
ACCESS,
INC.

L99000003349

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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DIVISION OF CORPORATIONS
JUN 10 AM 9:54

1.) Sunset Avenue Partners, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

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ARTICLES OF ORGANIZATION
of
SUNSET AVENUE PARTNERS, L.L.C.

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The undersigned initial member hereby forms a limited liability company under the laws
of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

Sunset Avenue Partners, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be for a period of fifty (50) years from the
filing date of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

324 Royal Palm Way
Suite #204
Palm Beach, Florida 33480

ARTICLE IV. STREET ADDRESS OF COMPANY

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

324 Royal Palm Way
Suite #204
Palm Beach, Florida 33480

ARTICLE V. 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:

Edward C. Cury
324 Royal Palm Way
Suite #204
Palm Beach, Florida 33480

ARTICLE VI. MEMBERS

The managers, by unanimous vote, shall be entitled to admit additional members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE VII. DISSOLUTION OF COMPANY

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, the Company shall be dissolved unless the managers, by unanimous vote, consent to continue the Company.

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ARTICLE VIII. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve as the managers until the first annual meeting of members or until their successors are elected and qualified.

Edward C. Cury
324 Royal Palm Way
Suite #204
Palm Beach, Florida 33480

Louis S. Beck
5269 Princeton Way
Boca Raton, Florida 33496

ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of the 8 day of June, 1999.

INITIAL MEMBER:


Edward C. Cury, Initial Member

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CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

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The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Statutes:

Having been appointed registered agent of SUNSET AVENUE PARTNERS, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


Edward C. Cury

Dated: June 8, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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Pursuant to F.S. 608.408(3), the undersigned initial member of SUNSET AVENUE PARTNERS, L.L.C., a Florida limited liability company, herein referred to as the "Company", who, upon being duly sworn, certifies the following:

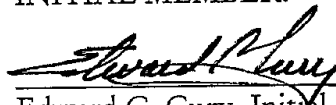
1. The Company has at least one member.
2. The total amount of cash contributed by the members is \$250,000.
3. If any, the agreed value of property other than cash contributed by the members is \$2,037,000.
4. The total amount of cash or property anticipated to be contributed by the members is \$2,287,000. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the initial member of the Company declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: June 8, 1999

INITIAL MEMBER:



Edward C. Cury, Initial Member