

L99000003373



ACCOUNT NO. : 072100000032

REFERENCE : 268159 82724A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 337.50

ORDER DATE : June 9, 1999

ORDER TIME : 12:15 PM

ORDER NO. : 268159-005

CUSTOMER NO: 82724A

700002900877--1

CUSTOMER: Ms. Diane Whitacre
MORRISON & CONROY
MORRISON & CONROY
3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

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DIVISION OF CORPORATIONS
99 JUN 10 PM 2:32

DOMESTIC FILING

NAME: EDMARK VII, L.L.C.

EFFECTIVE DATE: JUNE 9, 1999

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TAMARA ODOM

AL JUN 10 1999

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

EFFECTIVE DATE

EDMARK VII, L.L.C.

6-9-99

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4600 St. Croix Lane, Naples, Florida 34109.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: Perpetual.

The effective date of the Limited Liability Company shall be June 9, 1999.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Edward S. Finkelstein

17842 Argyll Terrace
Boca Raton, FL 33496

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Morton Finkelstein	17079 Darlington Court Boca Raton, FL 33496
Raleigh Finkelstein	17842 Argyll Terrace Boca Raton, FL 33496
Mark Finkelstein	3324 Whitburn Court Ada, MI 49301
Frank Potestio, Jr.	4600 St. Croix Lane Naples, FL 34109

The undersigned authorized representative of a member of
EDMARK VII, L.L.C. hereby executes these articles of
organization on this ninth day of June, 1999.

CORPORATION SERVICE COMPANY

Deborah D. Skipper
Deborah D. Skipper as its agent
as authorized representative of
EDMARK VII, L.L.C.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Dated: June 9, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of EDMARK VII, L.L.C. deposes and says:

- 1) the above named limited liability company has at least one member:
- 2) the total amount of cash contributed by the member(s) is \$1,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is -0-:
(a description of said proerty is attached hereto).
- 4) the amount of cash or property anticipated to be contributed by member(s) is -0-:
- 5) the total amount of 2, 3, and 4 is: \$1,000.00.

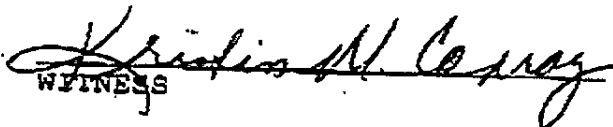
Deborah D. Skipper
Deborah D. Skipper as agent for Corporation
Service Company in its capacity as authorized
representative of a member of EDMARK VIII,
L.L.C.

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of EDMARK VII, L.L.C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

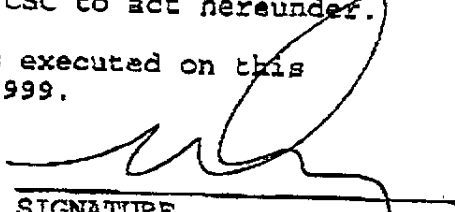
This Limited Power of Attorney is executed on this
9th day of June, 1999.


WITNESS

Kristin M. Conroy
TYPED OR PRINTED NAME


WITNESS

Diane Whitacre
TYPED OR PRINTED NAME


SIGNATURE
J. Thomas Conroy, III
TYPED OR PRINTED NAME

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