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July 15, 1999

VIA UPS OVERNIGHT N392 6717 57 2

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **BOCA FOURTEEN HUNDRED, L.L.C.**
Filing of Limited Liability Company-Articles of Organization
Our File No.: 99-172

To whom it may concern:

Enclosed herewith for filing you will find an original and a copy of the Articles of Organization and Affidavit of Membership and Contributions with respect to Boca Fourteen Hundred, L.L.C.

Also please find enclosed our firm's check in the amount of \$337.50 representing the following:

Filing Fees	\$250.00
Registered Agent Fees	35.00
Certified Copy	\$ <u>52.50</u>
TOTAL	\$ <u>337.50</u>

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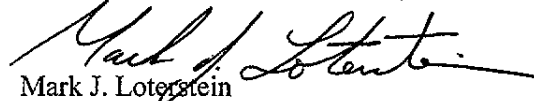
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STATE OF FLORIDA

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Please return a certified copy of the Articles of Organization in the UPS Overnight envelope provided for your use. Your prompt attention to this matter is greatly appreciated.

If you have any questions, please do not hesitate to call.

Very truly yours,
BENSON, MOYLE & MUCCI, LLP


Mark J. Loterstein
For the Firm

MJL/fmc
Enclosures
cc: Anthony Cutaia
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**ARTICLES OF ORGANIZATION
FOR
BOCA FOURTEEN HUNDRED, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I
NAME**

The name of this Limited Liability Company is **BOCA FOURTEEN HUNDRED, L.L.C.**

**ARTICLE II
DURATION/CONTINUATION**

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by the written Agreement of a majority of the members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III
PURPOSE & POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

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Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Federal Law or the laws of the United States of America.

ARTICLE III
ADDRESS

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

148 Boca Raton Road
Boca Raton, Florida 33432

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Limited Liability Company is as follows:

Mark S. Mucci, Esq.
Benson, Moyle & Mucci, LLP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS;
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

A majority of the remaining members may 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 limited liability company.

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FINANCIAL SERVICES
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ARTICLE VII
INITIAL MANAGER

The limited liability company shall be managed by its members in their capacity as members. This limited liability company shall initially have one managing member. The number of managing members of this company may be changed in accordance with the regulations of the company. The name and address of the initial managing member is:

Dr. Michael Dougherty
149 BOCA RATON ROAD
BOCA RATON, FL 33432

ARTICLE VIII
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s) unless by majority vote.

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ARTICLE X
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XI
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by a majority vote of the Members.

ARTICLE XII
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

- A. A Member shall not receive out of the Company's property any part of his contribution to capital until:
1. all liabilities of the Company, except liabilities to Members on account of

their contributions to capital, have been paid or sufficient property of the company remains to pay them;

2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or

3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his contribution in the manner provided for in the regulations of the company.

Pursuant to Florida Statute Section 608.409 (1), the effective date of the commencement of the Company's existence is the 12 day of July, 1999, which is the date of subscription and acknowledgment of the Article of Organization. Said Articles of Organization are to be filed within five days after such date.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 12 day of July, 1999.

CUTTER HOMES, INC., Member

By: 
Anthony F. Cutaia, President

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DIVISION OF CORPORATIONS
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ACKNOWLEDGMENT OF REGISTERED AGENT

The name of the limited liability company is:

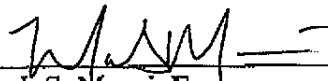
BOCA FOURTEEN HUNDRED, L.L.C.

The name and address of the registered agent and office is:

Mark S. Mucci, Esq.
Benson, Moyle & Mucci, LLP
One Financial Plaza
Suite 1600
Fort Lauderdale, FL 33394

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated: July 12, 1999.



Mark S. Mucci, Esq.
BENSON, MOYLE & MUCCI, LLP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394-1697
(954) 524-6800 - Fax (954) 463-6963

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GEORGE A. BOSTON, CLERK
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SOUTH FLORIDA

