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July 15, 1999

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RAYMOND C. ALLEY (1893-1975)

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DAVID H. BAKER

WILLIAM W. ATTERBURY III

LOUIS L. HAMBY III

ROBB R. MAASS

M. TIMOTHY HANLON

WARREN D. HAYES, SR.

GENE D. LIPSCHER

STUART J. HAFT

KENNETH T. LETSCH

EFFECTIVE DATE

7-15-99

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

Re: Thin-Vest Partners, L.L.C.

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07/19/99-01137-009

****285.00 ****285.00

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for Thin-Vest Partners, L.L.C., along with a check for \$285.00 to cover the filing fees. Please file the original and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY: *Louis L. Hamby III*
LOUIS L. HAMBY III

LLH III/cr

Enc.

cc: Thin-Vest Partners, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
THIN-VEST PARTNERS, L.L.C.**

The undersigned being an authorized representative of a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

ARTICLE I - NAME

The name of the limited liability company is THIN-VEST PARTNERS, L.L.C.

ARTICLE II - DURATION

The limited liability company's duration shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The street address and mailing address of the principal office of the limited liability company is c/o Coastline Financial Partners, L.C., 6500 N.W. Fifteenth Avenue, Suite 200, Ft. Lauderdale, FL 33309, attn: Richard Adrey.

ARTICLE IV - INITIAL REGISTERED AGENT

The name of the initial registered agent of the limited liability company is LOUIS L. HAMBY III, ESQ. and his street address is c/o Alley, Maass, Rogers & Lindsay, 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480.

ARTICLE V - ADDITIONAL MEMBERS

The limited liability company is authorized to issue initially 515,000 membership interests for a consideration of \$1.00 per interest. Once the 515,000 interests have been fully subscribed for and issued, new members may be admitted (and the contributions required therefrom and interests to be issued shall be determined) only upon the unanimous written consent of all of the members.

ARTICLE VI - CONTINUATION OF LIMITED LIABILITY COMPANY

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, the remaining members by unanimous written consent shall have the right to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

The limited liability company shall be managed by a management committee comprised of three (3) of the members, as more fully set forth in the regulations for the limited liability company. Until the first meeting of the members, at which time the three (3) members of the management committee shall

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be elected, the limited liability company shall be managed solely by Richard Adrey, a member, at the following address:


Richard Adrey
Coastline Financial Partners, L.C.
6500 N.W. Fifteenth Avenue, Suite 200
Ft. Lauderdale, FL 33309

The initial regulations for the limited liability company shall be adopted by Richard Adrey, as the initial manager. Amendments to such initial regulations or the adoption of new regulations may be accomplished only upon the affirmative vote of the holders of three-fourth's (3/4th's) of the membership interests in the limited liability company.

ARTICLE VIII - EFFECTIVE DATE/COMMENCEMENT OF EXISTENCE

These Articles shall be effective and the limited liability company shall commence its existence as of the date of execution of these Articles.

WHEREFORE, in compliance with Florida Statutes Section 608.407(4), the undersigned authorized representative of a member of the limited liability company executed these Articles of Organization this 15th day of July, 1999.



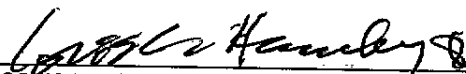
LOUIS L. HAMBY III, Authorized
Representative of Richard Adrey, a member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
THIN-VEST PARTNERS, L.L.C.**

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of the above limited liability company deposes and says:

1. The limited liability company has at least one member.
2. The total amount of cash contributed by the members at this point is \$0.
3. No property other than cash has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$515,000.00.



LOUIS L. HAMBY III, Authorized Representative
of Richard Adrey, a member

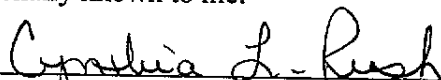
STATE OF FLORIDA

COUNTY OF PALM BEACH

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)ss:
)

The foregoing was sworn to, subscribed and acknowledged before me this 15th day of July, 1999, by LOUIS L. HAMBY III, who is personally known to me.





Signature of Notary Public

Cynthia L. Rush

Notary Public printed name

Commission Number:

Expiration:

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CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is THIN-VEST PARTNERS, L.L.C.
2. The name and address of the registered agent and office is:

Louis L. Hamby III, Esq.
Alley Maass Rogers & Lindsay
321 Royal Poinciana Plaza, South
Palm Beach, FL 33480

Having been named as registered agent 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.


LOUIS L. HAMBY III, ESQ.

Date: July 15, 1999.

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