



THE UNITED STATES
CORPORATION
COMPANY

L99000004968

ACCOUNT NO.: 072100000032

REFERENCE : 328336 9294A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 337.50

ORDER DATE : August 3, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 328336-005

CUSTOMER NO: 9294A

600002949366--9

CUSTOMER: Jane Lincoln, Legal Assistant
MICHAEL N. JONAS, P.A.
MICHAEL N. JONAS, P.A.
Suite 1000
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: PALM BEACH GALLERIA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -31 PM 2:22

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -31 PM 1:21

RECEIVED

11700

SL-11-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

CSC

SUBJECT: PALM BEACH GALLERIA, L.L.C.
Ref. Number: W99000017982

We have received your document for PALM BEACH GALLERIA, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 799A00039396

FILED
99 AUG -3 PM 2:22
TALLAHASSEE FLORIDA

RESUBMIT

Please give original
submission date as file date.

Articles of Organization of Palm Beach Galleria, L.L.C.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: Palm Beach Galleria, L.L.C. (the "Company").

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is 1645 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, FL 33401

ARTICLE III — Duration:

The period of duration for the Company shall be perpetual commencing on the date of the filing of these Articles of Organization.

ARTICLE IV — Management:

The Company is to be managed by the members in accordance with the Regulations of the Company as adopted by the members of the Company. The name of the manager of the Company is List Management Company, Inc., a Florida corporation, and the address of the manager of the Company is:

Michael N. Jonas, P.A.
Suite 1000
1645 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

ARTICLE V — Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be that the written consent of two-thirds (2/3) in interest, but not in number, of the Company and upon such terms and conditions as shall be determined by two-thirds (2/3) in interest, but not in number of the Company and in accordance with the Regulations of the Company.

ARTICLE VI — Members' Rights to Continue Business:

The remaining members of Company shall have the right to 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 Company if all of the remaining members consent in writing and provided that there shall be at least two (2) remaining members.

ARTICLE VII — Affidavit of Membership and Contributions:

The undersigned members of the Company certify that:

- 1) The Company has at least one member;

FILED
1999 AUG -3 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 2) The total amount of cash contributed by the members is \$ 1,000.00;
- 3) Percentage of Interest in the Company: 100%
- 4) The agreed value of property other than cash contributed by member(s) is: 0.;
- 5) The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$ 1,000.00

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be true and correct and to be the act of the undersigned this 27 day of July, 1999.

Authorized Manager for Palm Beach Galleria, L.L.C.:

Michael N. Jonas, P.A.

By: Michael N. Jonas
Michael N. Jonas, President

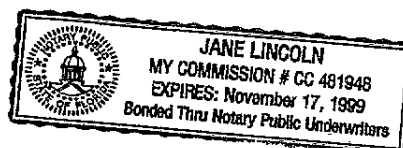
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of July, 1999, by Michael N. Jonas, as President of Michael N. Jonas, P.A. who has produced Pozzarella Brown as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of July, 1999.

My Commission Expires:

Jane Lincoln
Notary Public
Name: Jane Lincoln



FILED
99 AUG -3 PM 2:22
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF:
PALM BEACH GALLERIA, L.L.C.

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: PALM BEACH GALLERIA, L.L.C.
2. The name and the Florida street address of the registered agent and registered office are:

Michael N. Jonas, P.A.
Suite 1000
1645 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned 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.

Michael N. Jonas, P.A.

By: 

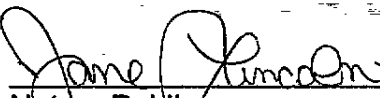
Michael N. Jonas, President

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 10 day of Aug., 1999, by Michael N. Jonas, as president of Michael N. Jonas, P.A., who has produced Personally Known as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of Aug., 1999.

My Commission Expires:


Notary Public
Name: Jane Lincoln

