

Division of Corporations

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Account Name : STEARNS WEAVER MILLER, ET AL.
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Phone : (305)789-3200
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LIMITED LIABILITY COMPANY

SF-PB Development, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
SF-PB DEVELOPMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is SF-PB DEVELOPMENT, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 6517 N.W. 78 Place, Parkland, Florida 33067.

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida is:

Filed by:
Louise J. Allen, Florida Bar No. 386707
Stearns Weaver Miller, et al.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

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<u>Name</u>	<u>Address</u>
Louise J. Allen	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Boulevard Suite 1900 Fort Lauderdale, Florida 33301

ARTICLE V
ADMISSION OF NEW MEMBERS

The addition of a new member to the Company shall require the written consent of Members owning a majority of the interests of the members of the Company and upon such terms and conditions as shall be determined by such vote. A member may transfer his, her, its interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless approved by Members owning a majority of the interests of the members.

ARTICLE VI
TERMINATION

Within ninety (90) days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless (a) a majority of the voting interest of the remaining members shall have voted to continue the business or (b) upon the death of the sole member, the successor to the interest of the member shall have voted to continue the business, and further provided that the company shall at all times have no less than one member.

ARTICLE VII
MANAGEMENT

The Limited Liability Company is to be managed by the members. All decision of the Limited Liability Company shall require the written consent of members owning a majority of the interests of the members. The interests of the Members shall be set forth in the Regulations. The name and address of the managing members are:

<u>Name</u>	<u>Address</u>
Belcourt Investments, Inc.	6500 Trans Canada Highway Suite 210 St. Laurent, Quebec, Canada H4T 1X4

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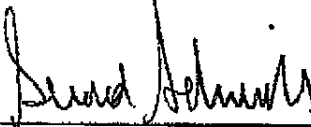
Gerald Schneider, trustee 6517 N.W. 78 Place
Parkland, Florida 33067

Michael Gillette 3780 Burns Road
Suite 10
Palm Beach Gardens, Florida 33410

**ARTICLE VIII
AMENDMENTS**

The Articles of Organization of this limited liability company may only be amended by the vote of the members owning a majority of the interests of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a vote of the members owning a majority of the interests of the members.

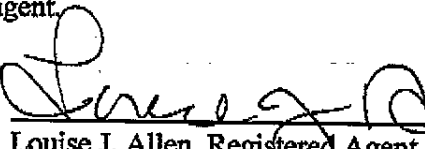
IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida for the foregoing uses and purposes this 25 day of August, 1999.



Gerald Schneider, Member

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for SF-PB Development, LLC 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.



Louise J. Allen, Registered Agent

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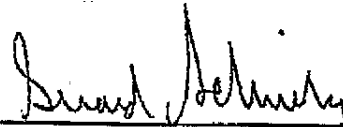
STATE OF FLORIDA

COUNTY OF BROWARD

Gerald Schneider, being duly sworn, deposes and says:

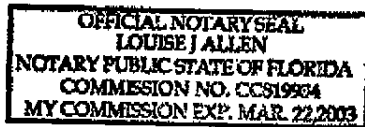
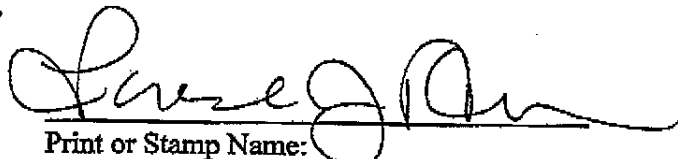
1. That he is a Member of SF-PB Development, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the members of the Company have contributed \$1,450,000 to the capital of the Company; and
4. That the members of the Company are not anticipated to contribute any additional capital to the Company, and that no non-cash property has been or will be contributed to the Company.

And further affiant sayeth naught.



Gerald Schneider, Member

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by Gerald Schneider who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

Print or Stamp Name:
 Notary Public, State of Florida at Large
 Commission No.:
 My Commission Expires: