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ACCOUNT NO. : 072100000032

REFERENCE : 365672 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -7 PM 12:52

ORDER DATE : September 7, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 365672-010

CUSTOMER NO: 4724636

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****337.50 ****337.50

CUSTOMER: Peter Holton, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

W99-20669

DOMESTIC FILING

NAME: TITANIUM INVESTMENT COMPANY
LLC

*****~~FILE~~ SECOND*****
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: Erika Carlson

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED
99 SEP -7 PM 12:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE **RESUBMIT**
Katherine Harris **Please give original**
Secretary of State **submission date as file date.**

September 8, 1999

CSC

TITANIUM INVESTMENT COMPANY LLC
ATTN: ERIKA CARLSON

We have received your document for TITANIUM INVESTMENT COMPANY LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00044276

9/8/99

Michelle,

doc corrected please issue with original
file date.

Thank you

Cindy Harris

RECEIVED
99 SEP - 8 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TITANIUM INVESTMENT COMPANY LLC,
A Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -7 PM 2:53

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be Titanium Investment Company LLC.

ARTICLE II

Duration

The period of duration of this limited liability company shall be perpetual.

ARTICLE III

Initial Registered Office/Place of Business and Registered Agent

The initial mailing Office/Principal Place of Business of this limited liability company shall be 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401. The initial Registered Office of this limited liability company shall be located at 301 Clematis Street, Suite 3000, West

Palm Beach, Florida 33401, and the Registered Agent of this limited liability company at said address shall be John B. Persiani.

ARTICLE IV

Additional Members

Additional persons or entities may be admitted to the limited liability company as members, and interests in the limited liability company may be issued to those additional members upon the written consent of all of the then existing members.

ARTICLE V

Management

This limited liability company shall be managed by a Manager and the name and address of the member who is to serve as Manager is:

Titanium Corporation
301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401

ARTICLE VI

Amendment

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law.


ARTICLE VII

Commencement

This limited liability company shall commence its existence on September 3, 1999.

IN WITNESS WHEREOF, the undersigned member of this limited liability company has executed these Articles of Organization on the date shown below.

Titanium Corporation, a Florida corporation

By: 
Jordan Paul, President


N:\PSH\20396.3\articles of organization.wpd

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Titanium Investment Company LLC, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at Titanium Investment Company LLC, has named John B. Persiani, located at said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John B. Persiani

**AFFIDAVIT TO ACCOMPANY ARTICLES OF ORGANIZATION OF
TITANIUM INVESTMENT COMPANY LLC,
A Florida Limited Liability Company**

STATE OF FLORIDA
COUNTY OF PALM BEACH

The undersigned, Jordan Paul, President of Titanium Corporation, a member of Titanium Investment Company LLC, being duly sworn, does hereby depose and say:

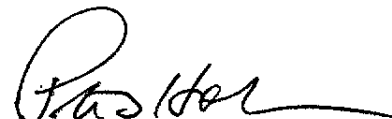
1. I am over the age of 18 years, competent to testify and have taken an oath.
2. Titanium Investment Company LLC has at least one member.
3. The total amount of cash to be contributed by the Member is \$100.00.

Dated this 3rd day of September, 1999.



Jordan Paul

The foregoing instrument was acknowledged before me by Jordan Paul, President of Titanium Corporation, a Member of Titanium Investment Company LLC, a Florida limited liability company, on behalf of said limited liability company, who is personally known to me or who produced a driver's license as identification, this 3 day of September, 1999.



NOTARY PUBLIC, State of Florida
My Commission Expires:
(NOTARY SEAL)

N:\PSH\20396.3\affidavit-articles of organization.wpd

PETER S. HOLTON
Notary Public, State of Florida
My Commission Expires August 3, 2001
Commission No. CC 301411 *PSH*