

L99000000000438  
CUMMINGS & LOCKWOOD

A Partnership  
Professional Corporation

3001 Tamiami Trail North  
P.O. Box 413032  
Naples, Florida 34101  
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Bonita Springs  
Palm Beach  
Greenwich  
Hartford  
New Haven  
Stamford

October 1, 1999

Joel H. Schechter

Also Admitted in Connecticut  
941-649-3128, Fax 941-263-6120  
jschec@cl-law.com

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500003004895--8

-10/04/99--01135--014

\*\*\*155.00 \*\*\*155.00

Re: AXIS PARTNERS LLC

Ladies/Gentlemen:

Enclosed are the following documents for your handling in connection with the above-referenced limited liability company:

1. Articles of Organization for Limited Liability Company;
2. Affidavit of Capital Contributions;
3. Certificate of Designation of Registered Office/Agent; and
4. Check #837 in the amount of \$155.00 payable to the Florida Department of State for the following fees:

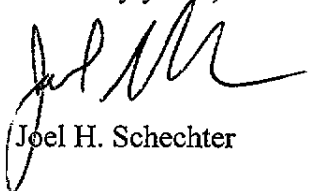
Filing Fee	\$100.00
Registered Agent Designation	\$ 25.00
Certified Copies	\$ 30.00
<b>Total Due</b>	<b>\$155.00</b>

FILED  
99 OCT -4 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Kindly file these documents as soon as possible. Upon filing, please provide me with a certified copy of such documents by regular mail.

If you have any questions or require any additional information, please contact me. Thank you in advance for your assistance in this matter.

Sincerely yours,

  
Joel H. Schechter

Enclosure

.NplLib1:404901.1 10/01/99



**ARTICLES OF ORGANIZATION  
OF  
AXIS PARTNERS LLC**

ARTICLE I  
Name

The name of this Limited Liability Company is **AXIS PARTNERS LLC** (the "Company").

ARTICLE II  
Duration

The period of duration for the Company is perpetual.

ARTICLE III  
Address

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

c/o Vincent Gregg Shy  
847 Tanbark, #104  
Naples, Florida 34108

ARTICLE IV  
Registered Office and Agent

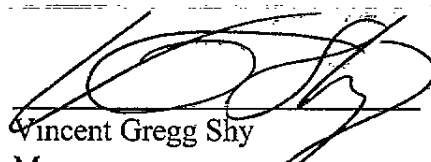
The initial registered office of this Company shall be c/o Vincent Gregg Shy, 847 Tanbark, #104, Naples, Florida 34108, and its initial registered agent at such office shall be Vincent Gregg Shy.

ARTICLE V  
Management

The Company is to be managed by one or more managers and the name and address of the manager who shall serve as manager until the first annual meeting or until his successor is chosen is:

Vincent Gregg Shy  
847 Tanbark, #104  
Naples, Florida 34108

Dated this 1st day of October, 1999.

  
Vincent Gregg Shy  
Manager

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

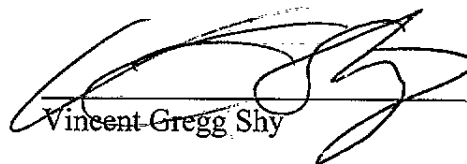
1. The name of the Limited Liability Company is: **AXIS PARTNERS LLC.**
2. The name and address of the registered agent and office is:

**VINCENT GREGG SHY  
847 Tanbark, #104  
Naples, FL 34108**

*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, 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: October 1, 1999.

Registered Agent

  
Vincent Gregg Shy

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA