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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

October 11, 1999

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

Via Federal Express

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

In re: NEWWATER SPRINGS, L.L.C.

700003012467--4
-10/12/99--01032--011
****155.00 ****155.00

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Organization of NEWWATER SPRINGS, L.L.C. I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Organization should then be mailed to my office.

You will also find enclosed our firm's check in the amount of \$155.00, in payment of the following fees for the company:

Filing Fee	\$100.00
Designation of Registered Agent Fee	25.00
Certified Copy Fee	<u>30.00</u>
Total	<u>\$155.00</u>

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99 OCT 12 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO


W. Glenn Dempsey

WGD/cr
Enclosure

JB
10-13-99

**ARTICLES OF ORGANIZATION
OF
NEWWATER SPRINGS, L.L.C.**

ARTICLE I - NAME

The name of the limited liability company is "NEWWATER SPRINGS, L.L.C."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is 2605 Mohawk Circle, West Palm Beach, Florida 33409.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is Douglass E. Pereboom, 2605 Mohawk Circle, West Palm Beach, Florida 33409.

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ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

The limited liability company is to be managed by one of its members. The name and address of the managing member is Douglass E. Pereboom, 2605 Mohawk Circle, West Palm Beach, Florida 33409.

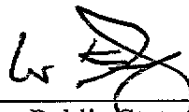
IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 11th day of October, 1999.


DOUGLASS E. PEREBOOM

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TALLAHASSEE, FLORIDA

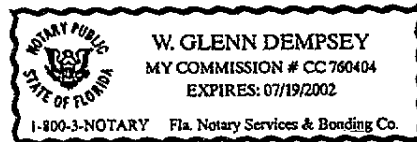
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of October, 1999, by DOUGLASS E. PEREBOOM, who is either personally known to me or who has produced his drivers license as identification.



Notary Public State of Florida

My Commission Expires: _____



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TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, NEWWATER SPRINGS, L.L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Palm Beach, County of Palm Beach, State of Florida, has named Douglass E. Pereboom, whose address is 2605 Mohawk Circle, West Palm Beach, Florida 33409, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: October 11, 1999


DOUGLASS E. PEREBOOM

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