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E-Mail: pblatt@jones-foster.com

November 19, 1999

Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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****155.00 ****155.00

Gentlemen:

Re: AMS Management Group, L.L.C.

Enclosed are the original and a copy of the Articles of Organization of the captioned proposed Limited Liability Company, together with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served. Please file the original and return the copy certified.

A check in the amount of \$155.00 is enclosed to cover the \$100.00 filing fee, the \$25.00 Registered Agent fee, and the \$30.00 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By Peter A. Blatt
Peter A. Blatt

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Enclosures

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TALLAHASSEE, FLORIDA
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ARTICLES OF ORGANIZATION
OF
AMS MANAGEMENT GROUP LLC

A Florida Limited Liability Company

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 Florida.

ARTICLE I

Name

The name of the Limited Liability Company is AMS Management Group LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 150 Australian Avenue, West Palm Beach, Florida 33406.

ARTICLE III

Duration

The period of duration for this Limited Liability Company shall be: Perpetual.

ARTICLE IV

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

H. Adams Weaver, Esquire
Jones, Foster, Johnston & Stubbs, P.A.
505 S. Flagler Drive, Suite 1100
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

ARTICLE V

Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

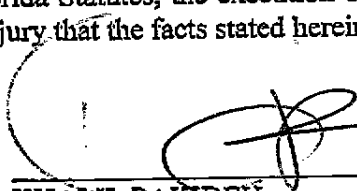
ARTICLE VI

Commencement

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date:

Nov. 2, 1999
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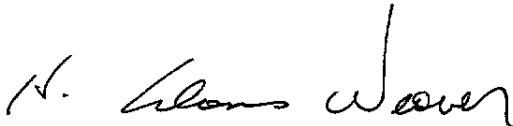
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

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:

That AMS Management Group LLC, desiring to organize under the laws of the State of Florida, has named H. Adams Weaver, Esquire, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 as provided for in Chapter 608, F.S.



H. ADAMS WEAVER, Registered Agent

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