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LEWIS, VEGOSEN, ROSENBAACH, SILBER & DUNKEL, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 659-3300

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September 30, 1999

GARY WALK*

(561) 659-3300, Ext. 245

e-mail: gwalk@wpblaw.com

MAILING ADDRESS:

P.O. BOX 4388

WEST PALM BEACH, FL 33402-4388

*Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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****675.00 ****155.00

RE: BRYAN ROAD L.L.C.
BERKSHIRE HALIFAX L.L.C.

Gentlemen:

W99-23703

Enclosed please find one executed original and one copy of the Articles of Organization, affidavits of capital contributions and registered agent forms and affidavits of capital contributions for the above-captioned limited liability corporations. Additionally enclosed is our trust account check for \$675.00 to cover the filing fees.

Please process and return certified copies of the Articles of Organization for each company at your earliest convenience.

Thank you for your assistance.

Sincerely,



Gary Walk

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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enclosures

cc: Ken Brown

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 14, 1999

LEWIS, VEGOSEN, ROSENBACH, SILBER & DUNKEL, P.A.
GARY WALK
500 SOUTH AUSTRALIAN AVE. 10TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: BERKSHIRE HALIFAX L.L.C.
Ref. Number: W99000023703

We have received your document for BERKSHIRE HALIFAX L.L.C. and your check(s) totaling \$675.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

We have received your document for BERKSHIRE HALIFAX L.L.C. and check(s) totaling \$675.00. However, the document has not been filed and is being retained in this office for the following reason(s):

If the limited liability company is to be managed by one of more managers, the document must contain a statement that the company is a manager-managed company.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00049564

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 27, 1999

LEWIS, VEGOSEN, ROSENBAACH, SILBER & DUNKEL, P.A.
GARY WALK
500 SOUTH AUSTRALIAN AVE. 10TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: BERKSHIRE HALIFAX L.L.C.
Ref. Number: W99000023703

We have received your document for BERKSHIRE HALIFAX L.L.C. and your check(s) totaling \$675.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00051712

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DIVISION OF CORPORATIONS
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*Board Certified Real Estate Lawyer

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

November 23, 1999

(VIA FEDERAL EXPRESS)

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Dear Sirs or Madams:

Enclosed herewith please find an original and a copy of the Articles of Organization of Berkshire Halifax L.L.C. and a filing rejection letter dated October 27, 1999.

Please file the Articles and send me a stamped copy along with a good standing certificate.

As of November 29, 1999, I will be at 515 North Flagler Drive, 18th Floor, West Palm Beach, Florida 33401. I have enclosed a Federal Express envelope with that address for your convenience.

Sincerely,


Gary Walk

GW/kv
Encls.

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ARTICLES OF ORGANIZATION
OF
BERKSHIRE HALIFAX L.L.C.

We, the undersigned persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be BERKSHIRE HALIFAX L.L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 18th Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401, and the name and address of the initial registered agent of the Company at that address is Gary Walk, 18th Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401. The

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Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

[Intentionally deleted]

ARTICLE 6.

[Intentionally deleted]

ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

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ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is reserved to Ken Brown, President of Berkshire Halifax Corporation, one of the members, and Leonard Mercer, one of the members, both of whom shall serve as the managers of this Company until such time as another manager is designated in accordance with the Regulations. The address of Ken Brown is 12230 Forest Hill Boulevard, Wellington, Florida 33414. The address of Leonard Mercer is 2560 S. Ocean Blvd., Palm Beach, Florida 33480.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

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ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, we have hereunto set our hands and seals this 29 day of SEPT, 1999.

BERKSHIRE HALIFAX CORPORATION

By [Signature]
Ken Brown, President

[Signature]
Leonard Mercer

STATE OF FLORIDA
COUNTY OF PAUM BEACH

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DIVISION OF CORPORATIONS

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Before me personally came and appeared Ken Brown, who has produced as identification a Florida driver's license, to me well known and known to me to be the individual described in and who executed the foregoing instrument as President of Berkshire Halifax Corporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of September, 1999.

Gary Walk
Gary Walk
Notary Public
State of _____
Commission No. _____

My commission expires:

STATE OF FLORIDA
COUNTY OF PAUM BEACH



Gary Walk
MY COMMISSION # CC817496 EXPIRES
May 11, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Before me personally came and appeared Leonard Mercer, who has produced as identification a Florida driver's license, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of September, 1999.

Gary Walk
Gary Walk
Notary Public
State of _____
Commission No. _____

My commission expires:



Gary Walk
MY COMMISSION # CC817496 EXPIRES
May 11, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That Berkshire Halifax LLC, desiring to organize as a limited
liability company under the laws of the State of Florida with its
principal office, as indicated in the Articles of Organization, has
named Gary Walk, 18th Floor, 515 North Flagler Drive, City of West
Palm Beach, County of Palm Beach, State of Florida, as its 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 accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.



Gary Walk

99 NOV 30 PM 12:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS