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ACCOUNT NO. : 072100000032

REFERENCE : 522384 4336896

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 155

ORDER DATE : December 20, 1999

ORDER TIME : 12:10 PM

ORDER NO. : 522384-005

CUSTOMER NO: 4336896

800003075308-13

CUSTOMER: Ms. Amy E. Schultz  
THALER & THALER  
THALER & THALER  
700 N. Olive Ave.

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: DEWITT-STERN HOFFMAN OF  
FLORIDA, L.L.C.

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: Christine Lillich

EXAMINER'S INITIALS:

FILED  
99 DEC 20 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
12/21

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99 DEC 20 PM 12:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**DeWITT STERN - HOFFMAN OF FLORIDA, L.L.C.**

**ARTICLE I: NAME:**

The name of the Limited Liability Company is **DeWITT STERN - HOFFMAN OF FLORIDA, L.L.C.**

**ARTICLE II: ADDRESS:**

The mailing address and street address of the Limited Liability Company is 1001 North U.S. Highway One, Suite 401, Jupiter, FL 33477.

**ARTICLE III: DURATION:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV: MANAGEMENT:**

The Limited Liability Company is to be managed by the member and the name and address of the managing member is:

**Name:**

DeWitt Stern Group, Inc.

**Address:**

420 Lexington Avenue  
New York, N.Y. 10170

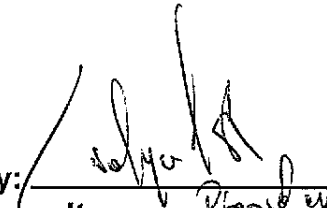
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**ARTICLE V: MEMBERS RIGHTS TO CONTINUE BUSINESS;**

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, as defined in FS 608.441.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed this 15<sup>th</sup> day of December, 1999 by the undersigned, who affirms that the statements made herein are true under penalties of perjury.

DeWitt Stern Group, Inc.

By:  \_\_\_\_\_  
Its President \_\_\_\_\_

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**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 **DeWITT STERN - HOFFMAN OF FLORIDA, L.L.C.**
  
2. The name and address of the registered agent and Office is:  

Manley H. Thaler  
700 North Olive Avenue  
West Palm Beach, FL 33401

*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.*

  
**MANLEY H. THALER**

December 6, 1999  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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