199000001585



ACCOUNT NO. : 072100000032

REFERENCE :

385375

12000A

ORDER DATE : September 23, 1999

ORDER TIME: 4:58 PM

ORDER NO. : 385375-020

400003006784--3

CUSTOMER NO:

12000A

Renee Ann Winslow, Legal Asst

Shapiro & Adams, P.a.

Suite 272

2401 Pga Boulevard

Palm Beach Gard, FL 33410

FOREIGN FILINGS

NAME: ALL THREE II, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

M



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 6, 1999

CSC

ATTN; JANINE LAZZARINI

SUBJECT: ALL THREE II, L.L.C. Ref. Number: W99000023040



We have received your document for ALL THREE II, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 699A00048434

PEPAN DE LE STATE DE STATE DE

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. ALL THREE II, L.L.C. (Name of foreign limited liability company) DELAWARE (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) SEPTEMBER 27, 1999 (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") UPON QUALIFICATION (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 141 Northwest 20th Street, Suite G-122, Boca Raton, Florida 33431 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: ALL THREE, LTD. A FL LP Member: 141 Northwest 20th Street, Suite G-122, Boca Raton, Florida 33431 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: DEVELOPMENT COMPANY Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

R. DUNLAP

Typed or printed name of signee

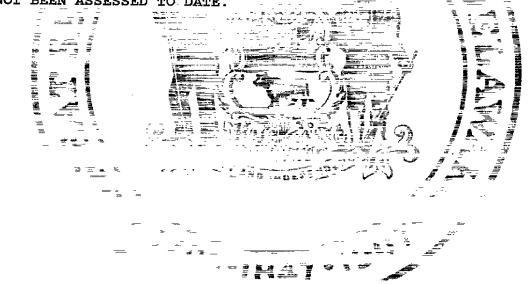
AURA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALL THREE II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL



AUTHENTICATION:

3102682 8300

09-28-99

9994343

991405219

DATE:

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	
ALL THREE II, L.L.C.	
2. The name and the Florida street address of the registered agent and office are:	
CORPORATION SERVICE COMPANY	
(Name)	
1201 Hays St.	
Florida street address (P.O. Box NOT ACCEPTABLE)	
Tallahassee, Florida 32301	
City/State/Zip	

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.

By: Law R. Duy (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent