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THE UNITED STATES
CORPORATION
COMPANY

08250-00611-00071

ACCOUNT NO. : 072100000032

MJH

REFERENCE : 799934 83086A

AUTHORIZATION :

COST LIMIT : \$160.00

Patricia Pignatelli

ORDER DATE : August 16, 2000

ORDER TIME : 11:30 AM

ORDER NO. : 799934-005

W-20238

CUSTOMER NO: 83086A

900003359579--5

CUSTOMER: Ms. Sunita Brijmohan
Palmer Palmer & Mangiero, P.a.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: SEA PINES ESTATES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1169
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 12:58

RECEIVED
00 AUG 16 PM 1:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

100A00044531



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

00 AUG 18 PM 12:08

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 16, 2000

CSC
JEANINE REYNOLDS

SUBJECT: SEA PINES ESTATES, LLC
Ref. Number: W00000020238

We have received your document for SEA PINES ESTATES, LLC and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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: 400A00044194

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 12:59

**ARTICLES OF ORGANIZATION
OF
SEA PINES ESTATES, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **Sea Pines Estates, LLC**.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

This Limited Liability Company is being formed for the purpose of engaging in real estate development and any other business purpose as permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 13200 S.W 128th Street, Suite F-1, Miami, Florida 33186; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Ignacio Abascal whose address is 1255 Algardi Avenue, Coral Gables, FL 33146.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than Four Hundred Fifty Thousand Dollars (\$450,000.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS' INTEREST

The name and interest of the members of this Limited Liability Company are:

Ignacio Abascal	50%
Julio C. Perez	50%

ARTICLE VIII
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Ignacio Abascal Member Manager	1255 Algardi Avenue Coral Gables, FL 33146
Julio C. Perez Member Manager	13200 S.W. 128 th Street Suite F-1 Miami, FL 33186

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by

written consent without a meeting. The members hereby appoint Ignacio Abascal, as its special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

ARTICLE IX
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE X
AMENDMENTS

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this ____ day of August, 2000.

WITNESSES:

Sunita Brijmohan
Print: SUNITA BRIJMOHAN

Olga Lidia Martinez
Print: OLGA LIDIA MARTINEZ

Sunita Brijmohan
Print: SUNITA BRIJMOHAN

Olga Lidia Martinez
Print: OLGA LIDIA MARTINEZ

Ignacio Abascal
Print: Ignacio Abascal

Julio C. Perez
Print: Julio C. Perez

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of August, 2000, by Ignacio Abascal who is personally known to me or who has produced a drivers license as identification and who did take an oath.

My Commission Expires:



Olga Lidia Martinez
Notary Public, State of Florida
Olga Lidia Martinez

MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of August, 2000, by Julio C. Perez who is personally known to me or who has produced a drivers license as identification and who did take an oath.

My Commission Expires:



Olga Lidia Martinez
Notary Public, State of Florida

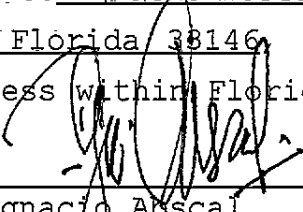
Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

I:\WORK\CORPFRM\SEA PINES.LLC

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §48.091, Florida Statutes, the following is submitted:

That Sea Pines Estates, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13200 S.W. 128th Street, Suite F-1, Miami, Florida 33186, State of Florida, has named Ignacio Abscal located at 1255 Algardi Avenue, Coral Gables, Florida 33146, as its registered agent to accept service of process within Florida.



Ignacio Abscal
TITLE: Registered Agent
DATE: August 8, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Ignacio Abscal

Date: August 8, 2000

I:\WORK\CORPFRM\ART. Seapines Estates, LLC.