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CSC

ACCOUNT NO. : 072100000032

REFERENCE : 532556 82349A

AUTHORIZATION :

COST LIMIT : $ PPD

FILED
02 APR 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2002

ORDER TIME : 9:47 AM

ORDER NO. : 532556-005

CUSTOMER NO: 82349A

CUSTOMER: Ms. Linda S. Maher
Rodger L. Spink, Esq.

5655 S. University Drive

Fort Lauderdale, FL 33328

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALM BEACH WEST INVESTMENTS, L.C.

900005289409--5
-04/17/02--01014--023
****125.00 ****125.00

EFFECTIVE DATE:

_______ ARTICLES OF INCORPORATION
_______ CERTIFICATE OF LIMITED PARTNERSHIP
~~XX ARTICLES OF ORGANIZATION~~

900005289409--5
-04/17/02--01014--024
*****35.00 *****35.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_______ PLAIN STAMPED COPY
~~XX CERTIFICATE OF GOOD STANDING~~

~~CONTACT PERSON:~~ Sara Lea - EXT. 1114

EXAMINER'S INITIALS: ___________

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10 pages

W02000010776

L02000009215

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2002

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: PALM BEACH WEST INVESTMENTS, L.C.
Ref. Number: W02000010776

We have received your document for PALM BEACH WEST INVESTMENTS, L.C. and your check(s) totaling $160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 902A00022853

FILED
02 APR 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

Articles of Organization of **PALM BEACH WEST INVESTMENTS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **PALM BEACH WEST INVESTMENTS, L.C.**, and its principal office shall be located at 9864 West Sample Road, in the City of Coral Springs, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. Do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going

out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by **Mohsen Bazargan and Robert W. Nelson.** The name(s) and address(es) of the person(s) who shall serve (until the first annual meeting of members or until (a or their) successor(s) (is or are) elected and qualified) (is or are) as follows: Mohsen Bazargan and Robert W. Nelson.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. The parties hereto agree that the wives of said members may become members after the filing of these Articles by splitting the spouse's share.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a unanimous written consent of (all or as the case may be) members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $200,197.30 cash shall be or have been paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares. In the event a member fails to make an initial capital contribution as previously agreed with 6 months from the date of signing by both parties of these

Articles, the other member shall have the right to buy-out the defaulting member by paying said defaulting member any capital contribution previously made by said defaulting member.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members monthly and day of the commencement date shall be the anniversary date of the commencement of business.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in (equal shares or the following shares: (set forth percentages alongside name of each member).

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

FILED
02 APR 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

Pursuant to the provisions of section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **PALM BEACH WEST INVESTMENTS L.C.**

The name of the Registered Agent for **PALM BEACH WEST INVESTMENTS L.C.** is **ROBERT W. NELSON** and the street address of the company's principal office where the agent is located is 9864 West Sample Road, Coral Springs, Florida.

The statement is to acknowledge that, as indicated above, **PALM BEACH WEST INVESTMENTS L.C.** has appointed me, **ROBERT W. NELSON**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 15 day of April, 2002.

Robert W. Nelson

ROBERT W. NELSON

The foregoing instrument was acknowledged before me this 15th day of April, 2002 by **ROBERT W. NELSON,** agent on behalf of **PALM BEACH WEST INVESTMENTS L.C.**, a limited liability company. He is personally known tome or has produced ____________ as identification.

NOTARY PUBLIC

NOTARY PUBLIC, STATE OF FLORIDA
Rodger L. Spink
MY COMMISSION # DD053873
EXPIRES December 9, 2005
Bonded thru Troy Fain Insurance

MY COMMISSION EXPIRES:

ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named Registered Agent, I hereby accept the appointment as Registered Agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

FILED
02 APR 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT W. NELSON

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, **ROBERT W. NELSON,** to me known to be the person described as Incorporator and Registered Agent and who executed the foregoing Articles of Organization, Acceptance and Acknowledgment of Registered Agent, and acknowledged before me that he executed these Articles of Organization on this 15 16 day of April, 2002.

NOTARY PUBLIC

Rodger L. Spink
MY COMMISSION EXPIRES December 9, 2005
#DD053873
Bonded thru Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: