

L03000042765

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000310327 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Gypsy Nations, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

APPROVED AND FILED
 RECEIVED
 03 NOV -5 AM 11:04
 03 NOV -5 AM 10:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

JP 11/5/03



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 4, 2003

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: GYPSY NATIONS LLC
REF: W03000032458

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6025.

Trevor Brumbly
Document Specialist

FAX Aud. #: H03000310327
Letter Number: 203A00060072

APPROVED
AND
FILED
03/09/04 5 AM 11:04

**ARTICLES OF ORGANIZATION
OF
GYPSY NATIONS, LLC**

ARTICLE I

NAME

The name of this limited liability company (the "Company") is **GYPSY NATIONS LLC**, and its mailing address is 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131 and the principal place of business of the Company shall be located at 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131.

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

This Company shall commence existence on the date of the signing of these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE AND GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Operating Agreement from time to time.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131 and the initial registered agent of this Company at that address shall be **DAVID H. POLLACK**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV - 5 AM 11:04

FILED

H03000310327

ARTICLE V

MANAGEMENT

The management or conduct of the business and affairs of the Company are reserved to the Manager and the name and address of the initial Manager is:

**TLC MANAGEMENT SERVICES, LLC
201 South Biscayne Boulevard
Suite 1500 (LAD)
Miami, Florida 33131**

The Company is to be managed by TLC MANAGEMENT SERVICES, LLC, as the Manager, as may be further defined in the Company Operating Agreement and in accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

ARTICLE VIII

**DEATH, RETIREMENT, RESIGNATION,
BANKRUPTCY, EXPULSION DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member may continue the business of the Company as provided in the Operating Agreement of the Company.

03 NOV -5 AM 11:04
FILED
AFFIDAVIT
AND
FILED

H03000310327

H03000310327

ARTICLE IX

AMENDMENT

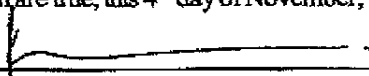
This Company reserves the right to amend or repeal any provision contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of reorganization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that these facts stated herein are true, this 4th day of November, 2003.


Name TLC MANAGEMENT SERVICES, LLC
As Duly Authorized Representative
Karla L. Sarria as attorney in fact

03 NOV -5 AM 11:06
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

H03000310327

H03000310327

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

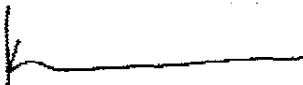
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

GYPSY NATIONS, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **DAVID H. POLLACK**, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Sections 608.415 and 607.505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper complete performance of my duties as Registered Agent.

Dated this 4th day of November, 2003.



Name David H. Pollack
As Duty Authorized Representative
Karla L. Sarria as
attorney in fact

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 NOV -5 AM 11:04
APPROVED
AND
FILED

H03000310327