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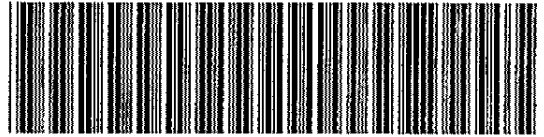
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**LAVIGNE, COTON & ASSOCIATES, P.A.**  
An International Law Firm

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**ASSOCIATES**

**JOSEPH B. MCFARLAND, M.A., LL.M.**  
Languages: deutsch, español, français  
Member: Florida and New York Bars

**SONA K. PATEL**  
Gujarati Speaking  
Member: Florida Bar

**RACHEL W. MOSS, LL.B., LL.M.**  
Member: New York Bar

February 28, 2005

Office of the Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: 143/145 Shannon Property, L.L.C.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Resident Agent for 143/145 Shannon Property, L.L.C.

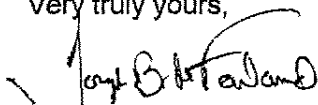
Also enclosed is a check in the amount of \$160.00 to cover the charter tax, filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Organization and Resident Agent to:

**JOSEPH B. MCFARLAND, ESQUIRE**  
LaVigne, Coton & Associates, P.A.  
7087 Grand National Drive  
Suite 100  
Orlando, Florida 32819

Your attention to this matter is most appreciated.

Very truly yours,



Joseph B. McFarland, Esquire

JBm/pyr  
Enclosures

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# Articles of Organization

of

143/145 Shannon Property, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

## ARTICLE I

### NAME

The name of the limited liability company shall be 143/145 Shannon Property, L.L.C.

## ARTICLE II

### ADDRESS

The mailing address and street address of the principal office of the company shall be 2125 Water Key Drive, Windermere, Florida 34786.

## ARTICLE III

### DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

## ARTICLE IV

### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Joseph B. McFarland, Esquire, LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819.

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TALLAHASSEE, FLORIDA

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## ARTICLE V

### CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

## ARTICLE VI

### ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## ARTICLE VII

### ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII

### TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

Darren Gage Family, L.L.C.  
2125 Water Key Drive  
Windermere, FL 34786

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## ARTICLE IX

### PURPOSES AND POWERS

Section 1. This Company is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Limited Liability Company Law, as in effect from time to time.

Section 2. The Company shall have all the powers set forth in the Florida Limited Liability Company Law, as in effect from time to time, including but not limited to the following purposes:

- (a) To construct, erect, repair, and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description;
- (b) To act as broker, agent or factor for any person, firm or corporation.
- (c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
- (d) To borrow or raise money for any of the purposes of the Company and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Company, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform, and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Company or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

- (g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Company has the direct or incidental authority to pursue.
- (h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders or in the event of the death of any of its shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the shareholders of this Company; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of the said stock.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

To 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 herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on 28<sup>th</sup> day of February, 2005.

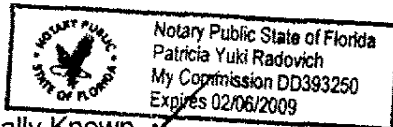
  
\_\_\_\_\_  
Darren P. Gage

**STATE OF FLORIDA  
COUNTY OF ORANGE**

Sworn to and subscribed before me this 28<sup>th</sup> day of February, 2005 by Darren P. Gage.



Notary Public – State of Florida/Commissioner for Oaths  
.....(name, typed or printed).....



Personally Known ☒

OR

Produced Identification ☐

Type of Identification Produced .....


(Seal)

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**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 SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

143/145 Shannon Property, L.L.C. desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named Joseph B. McFarland, located at 7087 Grand National Drive, Suite 100, Orlando, Florida 32819, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

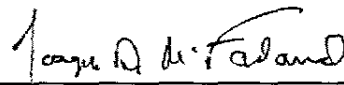
  
Darren P. Gage

DATE:

2/28/05

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. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
Joseph B. McFarland, Esquire

DATE:

2/28/05

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## EXHIBIT "A"

Member

Initial Capital Contribution

Darren Gage Family, L.L.C.

\$125,000.00

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