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VICTORIA P. BEHM, P.A.

ATTORNEY AT LAW

405 2ND STREET SOUTH, SUITE C • SAFETY HARBOR, FLORIDA 34695 • TELEPHONE: (727) 712-1811 • FAX: (727) 712-1863

December 8, 2005

Secretary of State
Division of Corporations
Corporate Records
2661 Executive Center
Circle West.
Tallahassee, FL 32301

Re: Victoria Properties, LLC

Dear Sir/Madam:

Enclosed please find:

1. Original Articles of Organization for Victoria Properties, LLC.
2. Certificate of Designation of Registered Agent.
3. Check No. 2909 in the amount of \$125.00 for filing.

TIME IS OF THE ESSENCE!

Thank you for your prompt assistance with this matter and if you have any questions, please telephone me.

Very truly yours,



Victoria P. Behm

VPB/p
enclosures

cc: Client

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

OF

VICTORIA PROPERTIES LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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 VICTORIA PROPERTIES LLC, and its principal office shall be located at 405 2nd Street South, Suite "C", Safety Harbor, Florida 34695, in the County of Pinellas, 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 of the limited liability company is 283 Arthur Street, Freeport, New York 11520.

**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 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. 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 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. 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 one manager or more managers and is, therefore, a manager-managed company. The names and addresses of the members are as follows:

Steven J. Pouyat

283 Arthur Street
Freeport, New York 11520

**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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all 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**

The initial capital contributions shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

**ARTICLE VII
PROFITS AND LOSSES**

1. 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 the distributive share of the profits in proportion to his/her percentage ownership interest. The distributive share of the profits can be paid to the members at any time and in any amount, except where prohibited by law.

2. 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 proportionate to their percentage ownership interest.

**ARTICLE VIII
DURATION**


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

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 405 2nd Street South, Suite "C", Safety Harbor, Florida 34695, and the registered agent is Victoria P. Behm whose address is 405 2nd Street South, Suite "C", Safety Harbor, Florida 34695.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of VICTORIA PROPERTIES LLC.

Executed by the undersigned at Safety Harbor, Florida on the 8th of December, 2005.



VICTORIA P. BEHM, Esquire

**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:

VICTORIA PROPERTIES LLC

2. The name and Florida street address of the registered agent are:

Victoria P. Behm, Esquire
405 2nd Street South, Suite "C"
Safety Harbor, Florida 34695
Telephone: 727-712-1811

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 8th, 2005



VICTORIA P. BEHM, Registered Agent