

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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French Palm, L.C.

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File *Carte*
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ✓ ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

W-2059

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

JB
1-28-00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 2000

CAPITAL CONNECTION, INC.

SUBJECT: FRENCH PALM, L.C.
Ref. Number: W00000002259

We have received your document for FRENCH PALM, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 300A00003733

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AMC
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ARTICLES OF ORGANIZATION

OF

FRENCH PALM, 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 FRENCH PALM, L.C., and its principal office shall be located at 543 Northwest 77th Street, Suite 100, Boca Raton, Florida 33487, but it shall have the power and authority to establish branch offices at any other place or places as the members or managers may designate. The address stated is also the mailing address.

ARTICLE II

PURPOSES AND POWERS

2.1 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:

(a) To engage in any activity or business authorized under the Florida Statutes.

(b) 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.

(c) 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, 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.

(d) 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.

(e) 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.

(f) 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.

2.2 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

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restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.3 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 two managers, whose names and addresses are as follows:

<u>Names</u>	<u>Addresses</u>
MORTON R. FRENCH, JR.	900 Melaleuca Road Delray Beach, FL 33483
JOAN F. RING	15 Tamwood Court Rockville Centre, NY 11570

ARTICLE V

MEMBERSHIP RESTRICTIONS

5.1 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.

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AND
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TALLAHASSEE, FLORIDA

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

5.3 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 \$10,000 shall be paid to the limited liability company by the two (2) 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.

ARTICLE VII

PROFITS AND LOSSES

7.1 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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on or about the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 25, 2000.

7.2 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 equal shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VIII
DURATION

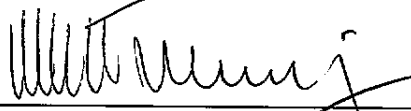
This limited liability company shall exist until December 31, 2058, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

9.1 The address of the initial registered office of the limited liability company is 543 Northwest 77th Street, Suite 100, Boca Raton, Florida 33487, and the name of the company's initial registered agent at that address is MORTON R. FRENCH, JR.

9.2 The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FRENCH PALM, L.C.

Executed by the undersigned, MORTON R. FRENCH, JR. and JOAN F. RING, at Boca Raton, Florida, on this 14th day of January, 2000.


MORTON R. FRENCH, JR.


JOAN F. RING

STATE OF FLORIDA)
 ss:
COUNTY OF PALM BEACH)

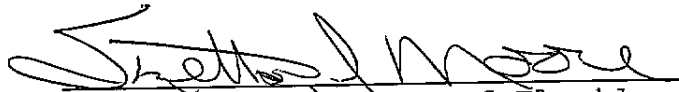
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared MORTON R. FRENCH, JR. and JOAN F. RING, to me well known to be the persons described

herein as subscribers and who executed the foregoing Articles of Organization of FRENCH PALM, L.C. and acknowledged before me that they subscribed to these Articles of Organization.

WITNESS my hand and official seal this 14th day of January, 2000.



SUZETTA J. MOORE
COMMISSION # CC737336
EXPIRES APR 26, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA



Notary Public, State of Florida

Print Name: Suzetta J. Moore

My Commission Expires: Apr 26, 2002

APPROVED
AND
FILED

00 JAN 27 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

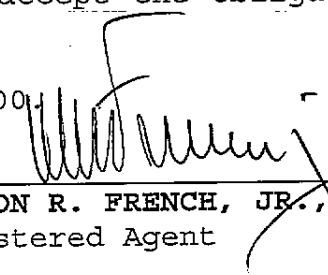
Pursuant to the provisions of Sections 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is FRENCH PALM, L.C.

The name of the registered agent for FRENCH PALM, L.C. is MORTON R. FRENCH, JR. and the street address of the company's principal office where the agent is located is 543 Northwest 77th Street, Suite 100, Boca Raton, Florida 33487.

This statement is to acknowledge that, as indicated above, FRENCH PALM, L.C. has appointed me, MORTON R. FRENCH, JR., 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.

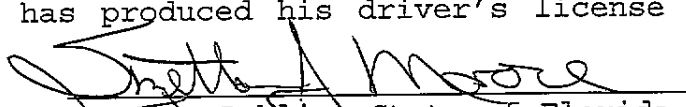
Dated this 14th day of January, 2000.


MORTON R. FRENCH, JR.,
Registered Agent

The foregoing instrument was acknowledged before me this 14th day of January, 2000, by MORTON R. FRENCH, JR., agent on behalf of FRENCH PALM, L.C., a limited liability company. He is personally known to me or has produced his driver's license as identification.



SUZETTA J. MOORE
COMMISSION # CC737336
EXPIRES APR 26, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA


Notary Public, State of Florida
Print Name: Suzetta J. Moore
My Commission expires: Apr 26, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA