

Division of Corporations

Florida Department of State
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From: Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
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LIMITED LIABILITY COMPANY

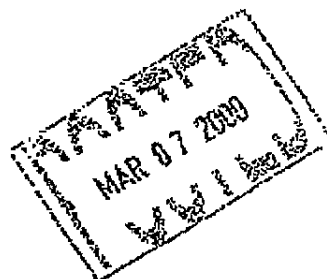
Philemon Holdings, LLC

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ARTICLES OF ORGANIZATION
OF
PHILEMON HOLDINGS, LLC

I, the undersigned sole Member, hereby makes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is:

PHILEMON HOLDINGS, LLC

ARTICLE II
ADDRESS

The mailing address of the principal office is:

1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, Florida 33401

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of the sole Member, and the name and address of the sole Member is:

Domenick R Lioce, Esq. (FL Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name

Street Address

Domenick R. Lioce

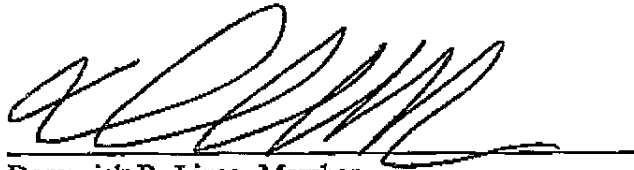
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, Florida 33401

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

The sole Member shall have the right to admit additional members.

IN WITNESS WHEREOF, the undersigned sole Member has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 5th day of March, 2000.


Domenick R. Lioce, Member

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**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:

PHILEMON HOLDINGS, LLC

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

Domenick R. Lioce
1645 Palm Beach Lakes Blvd.
Suite 1200
West Palm Beach, Florida 33401

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.


Domenick R. Lioce, Registered Agent

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