

[illegible]

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

((H00000016512 6)))

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) 922-4003

From:

Account Name : DENNIS M. SOLOMON, P.A.
Account Number : I19990000188
Phone : (561) 687-3177
Fax Number : (561) 689-4363

LIMITED LIABILITY COMPANY

Heydt Five Enterprises, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

AL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 13, 2000

DENNIS M. SOLOMON, P.A.

SUBJECT: HEYDT FIVE ENTERPRISES, LLC
REF: W00000009740

00 APR 13 PM 5:00

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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #:
Letter Number: 700A00020293

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

5-12-00

((H00000016512 6)))

**ARTICLES OF ORGANIZATION
OF
HEYDT FIVE ENTERPRISES, LLC**

RECEIVED
DIVISION OF CORPORATIONS
00 APR 13 PM 5:00

The undersigned hereby adopts the following Articles of Organization ("Articles") for the purpose of forming a limited liability company under the laws of the State of Florida under Chapter 608, 1999, as amended, the Florida Limited Liability Company Act:

**Article I
NAME**

The name of the limited liability company (the "Company") is Heydt Five Enterprises, LLC.

**Article II
DURATION**

This Company is to commence its existence on the date these Articles are filed with the Secretary of State's Office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 541 Banyan Road, Gulfstream, Florida 33483.

**Article IV
INITIAL REGISTERED AGENT AND ACCEPTANCE**

Pursuant to the provisions of Section 608.407(1)(d), Florida Statutes, 1999, as amended, the name and street address of its initial registered agent in Florida is as follows:

Mason C. Heydt
(NAME)
541 Banyan Road
(Street Address- P.O. Box not acceptable)
Gulfstream, FL 33483
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THESE ARTICLES, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE

((H00000016512 6))

PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Mason C. Heydt

Dated: April 10, 2000

00 APR 13 2000
11 5:00 PM
FBI - NEW YORK

Article V

RIGHT OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The right of members of the Company to admit additional members and the terms and conditions of the admissions shall be as set forth in the regulations of the Company to be adopted by the members having not less than seventy percent (70%) interest in the Company, as those regulations may thereafter be amended from time to time.

Article VI

CONTINUATION OF BUSINESS AFTER CERTAIN EVENTS

The members of the Company shall have the right to continue the existence and business of the Company after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continue membership of a member in the Company.

Article VII

MANAGEMENT

The Company is to managed by a manager or managers and the names and address of such manager who is to serve as manager until the first annual meeting of members or until his successors are elected and qualify is:

Mason C. Heydt -Managing Member

The manager(s) of the Company are to be elected annually commencing three years after the formation of the Company, and are to serve for one year terms. Any manager may be elected by members, in accordance with the regulations, to serve for any number of successive or non-successive periods.

Article VIII

PURPOSE

This Company is organized for the purpose of transacting any and all lawful business, including, but not limited to the acquisition and development of property of every kind and description, the construction of improvements, the financing and refinancing of the business of the Company, the ownership, operation, maintenance,

((H00000016512 6)))

leasing, repair, sale and use of one or more office or other buildings, and all matters related thereto.

Article IX
CERTIFICATE OF MEMBERSHIP

This Company is not authorized to issue shares of stock, but may, as provided in the Florida Statutes, issued certificates of membership to its members. The names of the initial members of the Company and their initial percentage interest in the Company are as follows:

<u>Names of Members</u>	<u>Address</u>	<u>Initial Percentage Interest</u>
1. Mason C. Heydt	541 Banyan Road Gulfstream, FL 33483	35%
2. Candice M. Heydt	same as above	35%
3. Heather S. Heydt	same as above	10%
4. Christian M. Heydt	same as above	10%
5. Spencer E. Heydt	same as above	10%

00 APR 13 PM 5:00
STATE OF FLORIDA
CLERK OF PUBLIC OFFICES

Article X
INDEMNIFICATION

The Company shall indemnify any present or former member or person exercising powers and duties of a member, to the full extent now or hereafter permitted by law, including F.S. 608.4363, 1999, as amended.

Articles XI
POWERS

This Company shall have all of the powers available to limited liability companies created under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 608.404, 1999, as the same may be hereafter amended.

Article XII
MEETING BY CONFERENCE TELEPHONE

Members of the Company may participate in meetings of members by means of telephone conference calls and may lawfully adopt company resolutions by unanimous written consent of the members, as provided by law.

((H00000016512 6))

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization as of the 10th day of April, 2000.

Member :


Mason C. Heydt

00 APR 13 PM 5:00
STATE OF CALIFORNIA
COUNTY OF SAN DIEGO