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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Holland & Knight LLP  
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315 S. Calhoun St., suite 600  
Address

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Tallahassee, Fl. 32301 425-5675  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Eden Pointe Associates, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #) 000003386430-7  
-09/08/00--01037-010  
\*\*\*125.00 \*\*\*125.00

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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 TALLAHASSEE, FLORIDA  
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Examiner's Initials WJ 8-00

***EDEN POINTE ASSOCIATES, LLC***

**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is EDEN POINTE ASSOCIATES, LLC (the "Company").

**ARTICLE II. ADDRESS**

The principal office and mailing address of the Company is:

671 N.E. 105 Street  
Miami Shores, FL 33138

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations or (ii) by the unanimous written agreement of all Members.

**ARTICLE IV. PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and any State of the United States.

**ARTICLE V. REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Lynn Washington the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE VII. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by a Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have

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the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follow:

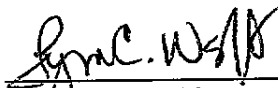
Thomas R. Johnson

21 Horizon Drive  
Saratoga Springs, NY 12866

**ARTICLE VIII. REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

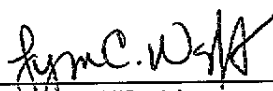
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7<sup>th</sup> day of September, 2000.



\_\_\_\_\_  
Lynn C. Washington  
Duly Authorized Representative of a  
Member

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for EDEN POINTE ASSOCIATES, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.



\_\_\_\_\_  
Lynn C. Washington  
Dated: September 7, 2000

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