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RICK LEONE, P.A.
● ATTORNEYS AT LAW ●

3230 STIRLING ROAD
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Certified By The Florida Bar
As A Specialist In Matters
Involving Issues Of Tax Law

"There Is Nothing Sinister In
So Arranging One's Affairs As
To Keep Taxes As Low As
Possible." Judge Learned Hand

October 17, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003436151--8
-10/24/00--01014--017
***133.75 ***133.75

Re: Sub Rosa, L.L.C.

Dear Sirs:

Enclosed please find the following documents which are being submitted with respect to the creation of Sub Rosa, L.L.C.:

1. Articles of Organization of Sub Rosa, L.L.C. and
2. Check in the amount of \$133.75 which should be used to pay filing fees and for a certified copy of the filed articles.

Please contact our offices if you have any questions.

Very truly yours,

Rick Leone
RICK LEONE
For the Firm

Enclosures
cc: Wade Conley

FILED
OCT NOV - 6 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-13612
AR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2000

RICK LEONE
3230 STIRLING ROAD
HOLLYWOOD, FL 33021

SUBJECT: SUB ROSA, L.L.C.
Ref. Number: W00000025702

We have received your document for SUB ROSA, L.L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require 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 of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00055654

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 2, 2000

Division of Corporations
Attn: Ms. Tammi Cline
P.O. Box 6327
Tallahassee, FL 32314

Re: Sub Rosa, L.L.C.

Dear Ms. Cline:

In accordance with your instructions, we have revised the Articles of Organization of the above-referenced limited liability company as follows:

1. Article 2, Location of Company Office, has been amended to show that the street address, mailing address and registered office of the company are located at 3230 Stirling Road, Hollywood, Florida 33021.
2. The Affidavit of Membership and Capital Contributions has been removed.

We trust that you will now be able to record the Articles of Organization, but, should you have any further questions or comments, then please do not hesitate to contact our offices.

Very truly yours,


RICK LEONE
For the Firm

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES
OF ORGANIZATION OF
SUB ROSA, L.L.C.**

WE, THE UNDERSIGNED, who intend to form and create a Limited Liability Company, as defined in Section 608.402(8) of the Florida Statutes, do hereby state and certify the following:

1. Name of Limited Liability Company. The name of the Limited Liability Company (the "**Company**") shall be **SUB ROSA, L.L.C.**

2. Location of Company Office. The street address, mailing address, and registered office of the Company is located at **3230 Stirling Road, Hollywood, Florida 33021**. Its registered agent is **Frederick Leone, Jr.**, whose address is the same.

3. Duration of Company. The Company shall have a duration of thirty (30) years.

4. Ownership Units; Capital Contributions.

(a) The maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

(b) The total amount of cash to be contributed by each of the members shall be equal to One Dollar (\$1.00) multiplied by the number of ownership units to which that member has subscribed. In addition, each of the members has agreed to contribute his or her interest in certain real property located in Pasco County, Florida. No property, other than cash and said real estate, shall be contributed. No agreements have been made for the contribution by any member of any additional cash or property.

(c) Each of the members shall initially receive a number of ownership units determined by multiplying one hundred (100) by a fraction the numerator of which shall be equal to the value of cash and property contributed by the particular member and the denominator of which shall be equal to the value of cash and property contributed by all members.


5. Admission of New Members. Subject to unanimous consent, the members of the Company shall have the right to admit new members; provided, however, that no person shall be admitted as a member unless, and until, that person has agreed to be bound by the terms of the Operating Agreement of the Company.

6. Continuation on Death, Retirement, etc., of a Member. The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company. The Operating Agreement of the Company shall provide the provisions pursuant to which the interest of a discontinued member shall be redeemed.

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TALLAHASSEE, FLORIDA

7. **Management of the Company.** The Company shall be managed, until the first annual meeting of the members, or until their successors are elected and qualify, by **WADE CONLEY**, whose address is c/o Rick Leone, P.A., 3230 Stirling Road, Hollywood, Florida 33021

October IN WITNESS WHEREOF, we have hereunto subscribed our names this 10 day of, 2000.

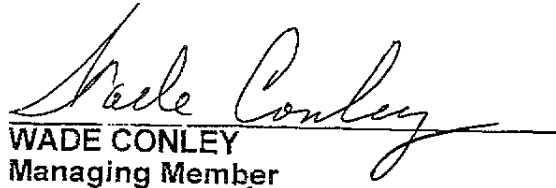

WADE CONLEY
Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

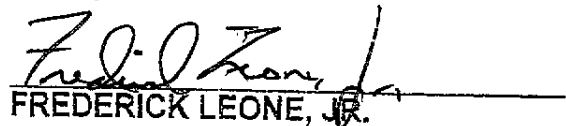
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SUB ROSA, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **3230 Stirling Road, Hollywood, Florida 33021**, has named **FREDERICK LEONE, JR.**, whose address is the same, as its agent to accept service of process within the State of Florida.


WADE CONLEY
Managing Member

DATED: Oct. 10, 2000

HAVING BEEN NAMED to accept service of process for the above-stated limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


FREDERICK LEONE, JR.

DATED: October 10, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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