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ACCOUNT NO. : 072100000032

REFERENCE : 926203 81502A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 155.00

FILED  
00 DEC 11 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 11, 2000

ORDER TIME : 10:29 AM

ORDER NO. : 926203-005

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CUSTOMER NO: 81502A

CUSTOMER: William C. Lewis, Jr., Esq  
William C. Lewis, Jr., Esq

Suite 1550  
9350 South Dixie Highway  
Miami, FL 33156

DOMESTIC FILING

NAME: WBR HOLDING, LLC

L00-15252  
*OK*

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DEPARTMENT OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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12/6/00  
WCL, Jr., P.A.

**ARTICLES OF ORGANIZATION OF  
WBR HOLDING, LLC**

The undersigned as the authorized representative, **Richard S. Borguss**, of **WBR Holding, LLC**, who is a member of this limited liability company, hereby certifies the following for purposes of forming the limited liability company under the laws of the State of Florida. The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be **WBR Holding, LLC**.

**ARTICLE II - EXISTENCE AND DURATION**

The existence of the limited liability company shall commence on December 7, 2000 and shall be perpetual, or until dissolved in a manner provided by law or as provided in the regulations and operating Agreement of the Company adopted by the members.

**ARTICLE III - ADDRESS**

The mailing address and street address of the principal place of business of this limited liability company shall be:

Mailing Address: 31 Corrine Place  
Key Largo, Florida 33037

Principal Place of Business: 31 Corrine Place  
Key Largo, Florida 33037

**ARTICLE IV - INITIAL REGISTERED AGENT**

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

William C. Lewis, Jr., Esq.  
9350 South Dixie Highway, Suite 1550  
Miami, Florida 33156

**ARTICLE V - MANAGEMENT**

This limited liability company shall be managed by two managers. The names and addresses of the managers who shall serve as such until the first annual meeting of the members or until their successors are elected and qualified are as follows:

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Lloyd A. Borguss  
31 Corrine Place  
Key Largo, Florida 33037

Norman R. Wartman  
3250 Corporate Way  
Miramar, Florida 33025

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The managers shall have the powers as delegated to the managers by a majority vote of the members with the votes weighed for the purpose of determining the majority in proportion to the members' initial relative capital account ("majority vote"). Notwithstanding the foregoing, both managers acting unanimously together as managers of this limited liability company, shall have the power as managers of this limited liability company to bind this company under and through any note, mortgage or other document(s) executed in connection with the acquisition and financing of any real property (wherever located) which is acquired by the company.

#### ARTICLE VI – RESTRICTIONS ON MEMBERSHIP


Members shall have the right to admit new members by a majority vote of the members with the votes weighted for the purpose of determining the majority in proportion to the members' relative initial capital account ("majority vote"). Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations and operating agreement of the company.

#### ARTICLE VII – CONTINUATION OF BUSINESS

Upon 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, a majority of the remaining members (in the manner set forth in the regulations and operating agreement of the company) shall have the right to continue the business of the limited liability company.

Executed and acknowledged by the undersigned at Miami, Florida, this 7th day of December 2000.

  
Richard S. Borguss, as Authorized  
Representative of WBR Holding, LLC

12/6/00  
WCL, Jr., P.A.

**ACCEPTANCE OF REGISTERED AGENT**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted in compliance with said statute:

That **WBR Holding, LLC** has named **William C. Lewis, Jr.**, whose address is 9390 South Dixie Highway, Suite 1550, Miami, Florida 33156, as its registered agent to accept service of process within Florida.


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TALLAHASSEE, FLORIDA

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above-stated limited liability company at the place designated in this certificate, I hereby state that I am familiar with, and accept, the obligations of that position.

Dated this 7th day of December, 2000.

  
\_\_\_\_\_  
William C. Lewis, Jr.