

12/11/2000

15:26

CCRS → 9224003

NO. 756

001

2000000015300

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.

(((H00000064455 9)))

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

EFFECTIVE DATE

12-7-00

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714

Phone : (850) 222-1173

Fax Number : (850) 224-1640

LIMITED LIABILITY COMPANY

LANDVEST ASSOCIATES, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 11 PM 5:05RECEIVED
00 DEC 11 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000064455

FILED
STATE
SECRETARY OF CORPORATIONS
00 DEC 11 PM 5:05

ARTICLES OF ORGANIZATION OF

LandVest Associates, L.L.C.

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

EFFECTIVE DATE

12-7-00ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be LandVest Associates, L.L.C., and its principal office and mailing address are located at 618 137th Street N.E., Bradenton, FL 34202 in the County of Manatee, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

H00000064455

H00000064455

FILED
SECRETARY OF CORPORATIONS
NOV 11 11 PM '00
H00000064455

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity, or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this

H00000064455

limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company is to be managed by three (3) managers. The names and addresses of the persons/entities that shall serve as managers until the first annual meeting of members or until a successor is elected and qualified are as follows:

W.F. Scott, Inc., a Florida corporation
618 137th Street N.E.
Bradenton, FL 34202

RoseCorp, Inc., a Florida corporation
2147 Porter Lake Drive, Suite B
Sarasota, FL 34240

Kevin E. Brundage
93 Linden Street
Williamstown, MA 01267

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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, unless specifically permitted in the Regulations and Operating Agreement for the Company.

On 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, the remaining members shall have the right to continue the business on majority consent of the remaining members.

H00000064455

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 11 PM 5:05

H00000064455

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 11 PM 5:05ARTICLE VI

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Profits shall be allocated in accordance with the Company's Capital Account balances.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Losses shall be allocated in accordance with the Company's Capital Account balances.

ARTICLE VII

DURATION

The date and time when the existence of the limited liability company shall commence shall be 12:01 A.M. on Thursday, December 7, 2000. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 22 South Links Avenue, Suite 300, Sarasota FL 34236, City of Sarasota, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Scott W. Dunlap.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

H00000064455

H00000064455

Under penalties of perjury, the undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of LandVest Associates, L.L.C., and that the facts stated herein are true and correct.

Executed by the undersigned on December 7, 2000.


William F. Scutt
Authorized Representative of a Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 11 PM 5:05

H00000064455

H00000064455

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF SARASOTA

Pursuant to the provisions of Sections 608.415 and 608.507 of the Florida Statutes, the undersigned limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

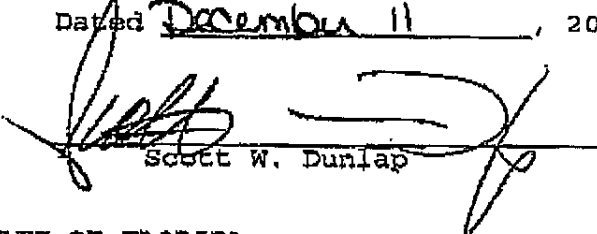
LandVest Associates, L.L.C.

The name of the registered agent for LandVest Associates, L.L.C. is Scott W. Dunlap, and the street address of the company's principal office where the agent is located is 22 South Links Avenue, Suite 300, Sarasota, Florida 34236.

This statement is to acknowledge that, as indicated above, LandVest Associates, L.L.C. has appointed me, Scott W. Dunlap, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity.


I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated December 11, 2000.


Scott W. Dunlap

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 11th day of December, 2000 by Scott W. Dunlap, as registered agent, on behalf of LandVest Associates, L.L.C., a limited liability company, who is (Notary choose one) [X] personally known to me, or [] who has produced as identification.


Signature of Notary Public
Printed name of Notary Public
My Commission expires

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 11 PM 5:05

