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CONTACT: Sardy Mathis

CSC 1201 HAYS STREET TALLAHASSEE, FL 32301 EXT: 1165

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ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERS QUALIFICATION CERTIFICATE OF LLC ARTICLES OF AMENDMENT STAMPED COPY CERTIFIED COPY CERTIFICATE OF GOOD STANDING	HIP PLEASE RETURN	OF JAN TO PH 1: 40 DEPASTMENT OF STATE OF CORFORATIONS TALLAHASSEE, FLORIDA	IN 10 PH 3: 27 CRETARY OF SIMIE LAHASSEF, FLORIDA: IIII	APPROVED AND FILED

\$10-01

Articles of Organization for D & N REALTY HOLDINGS NO. 2, L.L.C.

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

- 1. Name. The name of this limited liability company is "D & N REALTY HOLDINGS NO. 2, L.L.C." ("Company").
- 2. Duration. The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
- **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
- 4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

7343 Ballantrae Court Boca Raton, Florida 33496-1423

5. Registered Agent and Office. The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ., Esq. Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive, Suite 100 Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100 Miami, FL 33126-2065

- 6. Capitalization. The capital contribution of its single member has a value of \$1,000.00.
- 7. Additional Capital Contributions of Members. Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
- 8. Admission of Additional Members. Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

- 9. Continuity. The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
- 10. Management. The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Ronald Sedley 7343 Ballantrae Court Boca Raton, Florida 33496

Ronald Sedley

11. Initial Members. The name and address of the initial single member of the Company are as follows:

7343 Ballantrae Court
Boca Raton, Florida 33496

Dated this day of , 2001.

RICHARD J. ALAN CAHAN, ESQ.
as an authorized Representative of the single member

State of Florida) ss

County of Miami-Dade

The foregoing Articles of Organization were acknowledged before me this $\frac{\cancel{\zeta}}{\cancel{\zeta}}$ day of $\frac{\cancel{\zeta}}{\cancel{\zeta}}$, 2001, by Richard J. Alan Cahan, Esq., as an authorized Representative of the single member, who has produced his passport for identification.

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, I hereby accept the 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, as provided for in Chapter 608, F.S.

RICHARD J. ALAN CAHAN, ESQ.,

as Registered Agent

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