

2010000001346

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.

(((H01000010707 7)))

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

CONSOLIDATED DIVERSIFIED INVESTMENTS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

FILED

01 JAN 25 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

01 JAN 25 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL1

HO 000010707

ARTICLES OF ORGANIZATION OF

CONSOLIDATED DIVERSIFIED INVESTMENTS, L.L.C.

The undersigned hereby executes these Articles for the purpose of forming 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. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be CONSOLIDATED DIVERSIFIED INVESTMENTS
L.L.C.

ARTICLE II

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Operating Agreement of the Company.

Donald R. Tescher, Esq.
Tescher Chaves Rubin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 121088

HO 1000010707

01 JAN 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NO 0000 10707

ARTICLE IV

PARTICIPATION

The participation ("Participation") of the initial members shall be as unanimously agreed to by the initial members in the Company Operating Agreement or other writing of those members. The Participation of the members may be changed thereafter by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Operating Agreement.

ARTICLE V

OPERATING AGREEMENT

At the first meeting of the members after the execution of these Articles, the members shall adopt an Agreement and Regulations of the Company (the "Operating Agreement") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

ARTICLE VI

DURATION AND DISSOLUTION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 5364 Ascot Bend, Boca Raton Florida, 33496.

NO 0000 10707

FILED
01 JAN 25 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO 100000 10707

ARTICLE VIII

MANAGEMENT AND MEMBERS

The Company shall be managed by the manager. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Operating Agreement.

The initial manager of the Company, to serve until his successor is duly appointed and qualified is:

Jeffrey Galpern
5364 Ascot Bend
Boca Raton Florida, 33496

The initial manager of the Company may be removed and replaced only upon the affirmative vote of 75% or more of the Participation interests of the members eligible to vote.

ARTICLE IX


REGISTERED OFFICE AND REGISTERED AGENT & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

FILED
01 JAN 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


Registered Agent's Signature
DONALD R. TDSUBR, PRESIDENT

ARTICLE X

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's

40 100000 10707

Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Operating Agreement.

RESTRICTIONS ON MEMBERSHIP

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 Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Operating Agreement. Provisions can be made for transfers or assignments in the Operating Agreement but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, rights to remove and replace the initial manager, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla. Stat. §608.4363.

FILED
01 JAN 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

40-000010707

HO 0000010707

The undersigned, being the original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of CONSOLIDATED DIVERSIFIED INVESTMENTS, L.L.C.

Executed by the undersigned on 1/19/01, 2001.

LONE PINE VENTURES, LTD., A
FLORIDA LIMITED PARTNERSHIP

BY:

Jeffrey Galpern
JEFFREY GALPERN, PRESIDENT,
LONE PINE HOLDINGS, INC., A
FLORIDA CORPORATION, GENERAL
PARTNER

FILED

01 JAN 25 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO 10000010707