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ACCOUNT NO. : 072100000032

REFERENCE : 131031 83244A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 27, 2001

ORDER TIME : 11:19 AM

ORDER NO. : 131031-010

CUSTOMER NO: 83244A

CUSTOMER: James W. Nowlin, Jr., Esq  
Nowlin & Wells

50 S.e. 4th Avenue

Delray Beach, FL 33483

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\*\*\*\*155.00 \*\*\*\*155.00

DOMESTIC FILING

NAME: PROFESSIONAL VILLAGE, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

JB  
4-27-01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 27 PM 12:24  
DIVISION OF CORPORATION

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AND  
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## ARTICLES OF ORGANIZATION OF PROFESSIONAL VILLAGE, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose 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.

### ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PROFESSIONAL VILLAGE, L.L.C., and its principal office shall be on Woolbright Road in Boynton Beach, Florida and its mailing address shall be 3620 Oakview Court, the Hamlet, Delray Beach, Florida 33445, but it shall have the power and authority to move its principal office and mailing address and 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

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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.

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.

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### 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 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 shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified are as follows:

STANLEY McCALLA, JR., 6530 North Ocean Blvd. # 168, Ocean Ridge, Florida 33435.

### 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, transferred or encumbered except with written consent of a majority of all members.

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 a majority written consent of the remaining members.

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## ARTICLE VI.

### CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by each of the members as required for investment purposes, as determined by consent of a majority of the members. Members will make contributions in equal shares.

## ARTICLE VII.

### 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:

The distributive share of the profits shall be determined and paid to the members at the end of each calendar year.

GEORGE TOMS	33 1/3%
STANLEY McCALLA, JR.	33 1/3%
HOWARD GRAYSON	33 1/3%

(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.

## ARTICLE VIII.

### DURATION

This limited liability company shall exist until dissolved in a manner provided by

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as provided in the regulations adopted by the members.

ARTICLE IX.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3620 Oakview Court, the Hamlet, Delray Beach, Florida, 33445 and the name of the company's initial registered agent at that address is HOWARD GRAYSON.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PARAMOUNT GARDEN ASSOCIATES, L.L.C. Executed by the undersigned at 50 S.E. 4<sup>th</sup> Avenue, Delray Beach, FL 33483 on April 26, 2001.

George B. Toms  
GEORGE TOMS

Stanley W. McCalla Jr.  
STANLEY McCALLA JR.

Howard Grayson  
HOWARD GRAYSON

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**STATEMENT DESIGNATING REGISTERED**

**AGENT AND OFFICE OF**

**PROFESSIONAL VILLAGE, L.L.C.**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the 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 PROFESSIONAL VILLAGE, L.L.C.

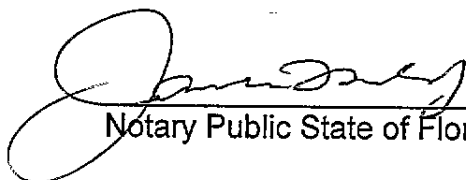
The name of the registered agent for PROFESSIONAL VILLAGE, L.L.C. is HOWARD GRAYSON and the street address of office where the agent is located is 3620 Oakview Court, the Hamlet, Delray Beach, Florida 33445.

This statement acknowledges that, as indicated above, PROFESSIONAL VILLAGE, L.L.C. has appointed the undersigned as its registered agent to accept service of process for the company at the place designated above in this certificate. The undersigned accepts this appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position as registered agent.

Executed at Delray Beach, Florida the 26<sup>th</sup> of April, 2001.

  
HOWARD GRAYSON

The foregoing instrument was acknowledged before me this the 26<sup>th</sup> day of April, 2001 by HOWARD GRAYSON who is personally known to me.

  
Notary Public State of Florida at Large

Printed Name: James W. Nowlin, Jr.  
My commission expires October 30, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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