

L01000007699

KEYBOX, LLC

c/o James J. Kelly, Jr.
2221 N.W. 41st Terrace
Coconut Creek, Florida 33066

March 1, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003932594--5
-04/02/01--01006--005
****165.00 ****160.00

Re: KEYBOX, LLC

Dear Sir or Madam:

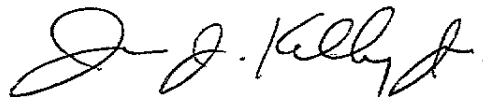
In reference to the above-captioned matter, please file the original Articles of Organization. Please provide me with a certified copy of the Articles of Organization and a Certificate of Good Standing.

Enclosed please find a check made payable to the Secretary of State in the amount of \$165.00. The breakdown is as follows:

Filing fee for the Articles of Organization	\$100.00
Designation of Registered Agent	\$ 25.00
Certified copy of the Articles of Incorporation	\$ 35.00
Certificate of Status	\$ 5.00
Total	<u>\$165.00</u>

If you have any questions, please do not hesitate to call me.

Sincerely,



James J. Kelly, Jr.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WC:djb
Enclosures

MAIL TO NEXT PAGE



PILLSBURY WINTHROP_{LLP}

125 WORTH AVENUE SUITE 310 PALM BEACH, FL 33480-4413 561.655.7297 F:561.833.6726

April 24, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

William C. Carroll, Esquire
561.655.7297
wcarroll@pillsburywinthrop.com

Re: Keybox, LLC
Letter No: 301A00020285

Dear Sir or Madam:

In connection with your letter to me dated April 5, 2001, enclosed please find the revised Articles of Organization for Florida Limited Liability Company for the above-captioned matter. Further enclosed please find the executed Certificate of Designation of Registered Agent/Registered Office. Please file original documents and return to us a certified copy of the Articles of Organization and a Certificate of Good Standing.

If you have any further questions, please do not hesitate to call me at the above listed telephone number.

Thank you for your attention to this matter.

Very truly yours,


William C. Carroll

WCC/db
Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2001

JAMES J. KELLY, JR.
2221 NW 41ST TERR
COCONUT CREEK, FL 33066

SUBJECT: KEYBOX, LLC
Ref. Number: W01000007716

We have received your document for KEYBOX, LLC and your check(s) totaling \$165.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 301A00020285

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

THESE ARTICLES are executed on this 1st day of March, 2001, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes with respect to KEYBOX, LLC (the "Limited Liability Company").

ARTICLE I – Name:

The name of the Limited Liability Company is: KEYBOX, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2221 N.W. 41st Terrace
Coconut Creek, Florida 33066

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the members.

ARTICLE V - Members

The name and post office addresses of the individuals who will serve as Members of the Company are:

James J. Kelly, Jr.
2221 N.W. 41st Terrace
Coconut Creek, Florida 33066

Donald G. Hall
881 S.W. 56th Terrace
Plantation, Florida 33317

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ARTICLE VI - Admission of Additional Members

The right, if given, of the remaining members of the Limited Liability Company to admit additional members and the terms and conditions of the admission shall be as follows:

No additional members shall be admitted to the Limited Liability Company without the unanimous prior written consent of all of the other Members of the Limited Liability Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other members of the Limited Liability Company other than the member proposing to transfer his or her interest approve of the proposed transfer by unanimous prior written consent.

ARTICLE VII - Member's Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as follows:

If, within ninety (90) days from the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining Members agree by unanimous vote by Interest to continue the Limited Liability Company and there is at least one (1) remaining Member, then the Limited Liability Company shall not be dissolved and it shall continue.

ARTICLE VIII - Membership and Contributions

The undersigned member or authorized representative of a member of KEYBOE LLC certifies:

The Company has at least one member.

The actual contributions to the Company in cash or the agreed value of other property made by each member is as follows:

Cash:

James J. Kelly, Jr.	\$ -0-
Donald G. Hall	\$ -0-

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Other Property (see attached description as Exhibit "A"):

James J. Kelly, Jr.	\$70,000.00
Donald G. Hall	\$20,000.00

Total cash and other property	<u>\$90,000.00</u>
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IN WITNESS WHEREOF, the undersigned Member has signed and sealed this certificate, on the day and year first above written.


(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


JAMES J. KELLY, JR.

STATE OF FLORIDA


COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 1st day of March, 2001 by JAMES J. KELLY, JR. who is personally known to me or who produced Fla. Drivers license K40045052350-D as identification.

 Deborah J Bates
My Commission CC736669
Expires May 17, 2002


Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

 Deborah J Bates
My Commission CC736669
Expires May 17, 2002

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Exhibit "A"

Stock Certificate No. 7
Certificate of Ownership for Belleau Development, L.L.C.
Class "B" Membership Interest
Capital Contribution: \$90,000.00

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: KEYBOX, LLC.
2. The name and the Florida street address of the registered agent are:

James J. Kelly, Jr.
2221 N.W. 41st Terrace
Coconut Creek, Florida 33066

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.


Signature

Filing Fee: \$25.00 for Designation of Registered Agent

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