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# LIMITED LIABILITY AMENDMENT

# KINGSTON COURT, LLC

| Certificate of Status | 0       |
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# AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

# KINGSTON COURT, LLC



The undersigned sole Member of KINGSTON COURT, LLC, a Florida limited liability company, hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida, these Amended and Restated Articles of Organization ("Articles") for the purpose of amending the original articles of organization previously filed with the Secretary of State of Florida on June 6, 2004 in accordance with Section 608.411, *Fla. Stat.* Said Member desires to amend, modify and restate the terms, conditions and provisions of the original articles of organization, and hereby agrees to the terms, conditions and provisions contained herein.

#### **ARTICLE I - NAME**

The name of this limited liability company shall be KINGSTON COURT, LLC (hereinafter the "Company")

#### ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

#### ARTICLE III - DURATION

This Company shall have perpetual existence, unless otherwise dissolved in accordance with these Articles or the Florida Statutes.

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# ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be c/o Palmerest Properties, LLC, 405 East Oak Avenue, Tampa, Florida 33602, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

#### ARTICLE V - REGISTERED AGENT

The name and street address of the registered agent of this Company shall be Adam Schoenbaum, at 405 East Oak Avenue, Tampa, Florida 33602.

#### <u>ARTICLE VI - MEMBERSHIP</u>

This Company shall have one (1) Member as of the date of filing of these Articles. The name and address of the Member is:

Palmcrest Properties, LLC 405 East Oak Avenue Tampa, Florida 33602

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

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# ARTICLE VII - MANAGEMENT

Maria Management of the affairs of this Company is reserved to the Member or Members, unless at such future date, the Member or Members unanimously agree in writing to have this Company managed by a manager, managing member or otherwise.

# ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Member or Members, and the Member or Members may waive notice thereof before or after the meeting.

#### ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

#### ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto by unanimous affirmative vote of all of the existing Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

# ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member

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or upon the occurrence of any other event which terminates the continued membership of a semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right, and the semaining Member or Members of the Company shall have a right. by affirmative vote, to continue the existence and business of the Company.

#### ARTICLE XII - REGULATIONS

The Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

# ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement.

#### ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

#### <u> ARTICLE XV - TAX STATUS</u>

This Company shall be treated as a partnership for federal tax purposes.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal of the foregoing Articles under the existing laws of the State of Florida. acknowledged, and filed the foregoing Articles under the existing laws of the State of Florida.

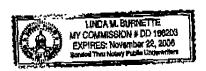
PALMCREST PROPERTIES, LLC, By: Member.

> Adam Schoenbaum, Managing Member

Alex Sullivan. Managing Member

#### STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Adam Schoenbaum, who is a Managing Member of Palmcrest Properties, LLC, which is the sole Member of Kingston Court, LLC, and who is personally known to me or who has produced identification. Hou de Drivero Tricense



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: My Commission Expires:

My Commission No. is:

## STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Alex Sullivan, who is a Managing Member of Palmerest Properties, LLC, which is the sole Member of Kingston Court, LLC, and who is personally known to me or who has produced identification Flouch Drevers Licence.

LINDA M. BURNETTE MY COMMISSION # DID 165203 EXPIRES: November 22, 2006 Sonded Thru Statesy Fubility Underwitten NOTARY PUBLIC, STATE OF FLORIDA

Print Name: My Commission Expires:

My Commission No. is:

· Audit No. H05000208844 3

# STATEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

#### FOR

#### KINGSTON COURT, LLC



Having been named in the Amended and Restated Articles of Organization of KINGSTON COURT, LLC to act as Registered Agent to accept service of process for the aforesaid company at the registered office located at 405 East Oak Avenue, Tampa, Florida 33602, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: Adam Schoenbaum, Registered Agent

DATE: August 31, 2005

# STATE OF FLORIDA

#### COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 2005, by

Adam Schoenbaum, who is personally known to me or who has produced identification.

Survis License

Priverstien

LINDA M. BURNETTE
MY COMMISSION & DD 165203
EXPIRES: November 22, 2006
Sortied Thy Makey Public Underwhere

NOTARY PUBLIC, STATE OF FLORIDA

Print Name:
My Commission Expires:

My Commission No. is: