

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**L01000000091626**

*Mascotte Properties, LLC*

100004422851--7  
-06/15/01--01075--007  
\*\*\*\*125.00 \*\*\*\*125.00

100004422851--7  
-06/15/01--01075--008  
\*\*\*\*\*30.00 \*\*\*\*\*30.00

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- ☒ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

DIVISION OF CORPORATION  
01 JUN 15 PM 2:07  
01 JUN 15 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Signature

Requested by:

*KC* *6/15* *2:00*

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION  
OF  
MASCOTTE PROPERTIES, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be MASCOTTE PROPERTIES, L.L.C.

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the effective date of these Articles. For the purpose hereof, the "effective date" of these Articles shall be the date of their filing with the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be P.O. Box 562382, Miami, Florida 33256, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the member from time to time may determine. The name and the address of the original registered agent of this Limited Liability Company is John Phipps, 8350 SW 149 Drive, Miami, Florida 33158.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member in money or in property, the fair market value thereof being determined by agreement of all the member(s). No additional contributions will be required to be made, but may be made, by the member(s) of this Limited Liability Company, upon unanimous approval of the member(s).

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Limited Liability Company, without the approval of member(s) holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining member(s), which he/she/they shall not be required to give. Without the unanimous approval of the remaining members, any such proposed transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining member(s), distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

**ARTICLE VII**  
**MEMBER AND MANAGEMENT OF BUSINESS**

The name and address of the member(s) of this Limited Liability Company are:

NAME

ADDRESS

John Phipps

8350 SW 149 Drive  
Miami, Florida 33158

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TALLAHASSEE, FLORIDA

Robert Ballenberger

1809 Richardson Place  
Tampa, Florida 33606

The business of this Limited Liability Company shall be managed by a special manager. John Phipps is hereby appointed as special manager to carry out the day to day business of this Limited Liability Company. The special manager is authorized to employ personnel to conduct the business of this Limited Liability Company. The special manager may, without the prior approval of the member(s), bind the Limited Liability Company for any obligation. The Limited Liability Company is to be managed by the special manager and is, therefore, a manager-managed company.

#### ARTICLE VIII

#### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any of the initial member or upon the occurrence of any other event which terminates the continued membership of the initial member, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled member(s), may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors, of assets provided in dissolution.

#### ARTICLE IX AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial member, has executed these Articles of Organization on June 14, 2001.

  
JOHN PHIPPS

APPROVED  
AND  
FILED  
01 JUN 15 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

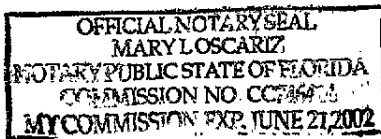
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 14  
day of June, 2001, by John Phipps, as a member of MASCOTTE  
PROPERTIES, L.L.C., who is personally known to me or who has  
produced \_\_\_\_\_ as identification, and did take an  
oath.

My Commission Expires:

Mary L. Oscariz  
Notary Public, State of  
Florida

MARY L. OSCARIZ



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TALLAHASSEE, FLORIDA

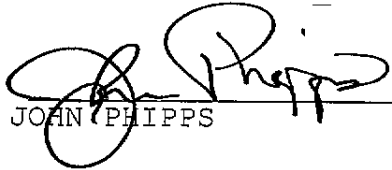
**OATH OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named as the registered agent  
for:

MASCOTTE PROPERTIES, L.L.C. —

at the place described in the attached Articles of Organization,  
hereby agrees to act in this capacity and agrees to comply with the  
provisions of all statutes relative to the proper and complete  
performance of these duties, and further, is familiar with and  
accepts the duties and obligations in Section 607.0505 of the  
Florida Statutes.

Dated this 14 day of June, 2001.

  
JOHN PHIPPS

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AND  
FILED  
01 JUN 15 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA