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From:

Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561) 842-3000  
Fax Number : (561) 842-3626

SECRET

**LIMITED LIABILITY COMPANY**

**SANT'ELIA, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SANT'ELIA, LLC**

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TALLAHASSEE, FLORIDA

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**THE UNDERSIGNED**, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I - NAME**

The name of the limited liability company shall be **SANT'ELIA, LLC**. (The "Company")

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the Company or Florida law.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the Company shall be 11231 North U.S. Highway 1, North Palm Beach, FL 33408.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33401 and the name of its initial registered agent at that address is Roger C. Stanton.

**ARTICLE V - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the state of Florida.

**ARTICLE VI - MANAGEMENT**

Roger C. Stanton, Esq. FBN. 0066303  
Ward, Damon, Posner & Gilbert, P.A.  
4420 Beacon Circle, West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 - Fax

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The Company shall be managed by a manager or managers. The name and address of the person who shall serve as manager until the first annual meeting of members or until his successor(s) is elected and qualifies is as follows:

Michael Caliva  
11231 North U.S. Highway 1  
North Palm Beach, FL 33408.

Manager

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**ARTICLE VII - MEMBERS**

Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

DATED this 19<sup>th</sup> day of June, 2001.

Roger C. Stanton  
Authorized Representative

**STATE OF FLORIDA / COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roger C. Stanton, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of June, 2001.

Sign: \_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:



Roger C. Stanton, Esq.  
Ward, Damon, Posner & Gilbert  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000

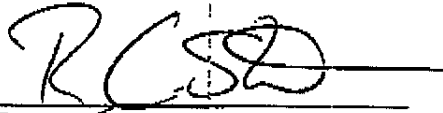
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**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF ORGANIZATION**

Having been named to accept service of process for **SANT'ELIA, LLC**, at the initial registered office of the Company in this State designated in its Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Section 608.4155 Florida Statutes.

Date: June 19<sup>th</sup>, 2001



Roger C. Stanton

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TALLAHASSEE, FLORIDA

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