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To: Division of Corporations
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From: Account Name : MINTMIRE & ASSOCIATES
Account Number : I19990000043
Phone : (561) 832-5696
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FAL

LIMITED LIABILITY COMPANY

NoseWorthy Property Investment, LLC

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ARTICLES OF ORGANIZATION

FOR

NoseWorthy Property Investment, LLC
a Florida Limited Liability Company

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

ARTICLE I. NAME

The name of this company shall be **NoseWorthy Property Investment, LLC.**

ARTICLE II - DURATION\CONTINUATION

The period of this company's duration shall continue for a period of fifty years from the date hereof or until termination by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

ARTICLE III. ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and street of the initial registered agent and office for this company is as follows:
DONALD F. MINTMIRE, ESQUIRE, 265 SUNRISE AVENUE, SUITE 204, PALM BEACH, FLORIDA 33480.

Mintmire & Associates
Donald F. Mintmire
265 Sunrise Ave., #204
Palm Beach, Fl 33480
(561) 832-5696
Florida Bar #402435

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ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VI. MANAGEMENT

The business of the Company shall be managed by the following managing member:

<u>Name</u>	<u>Address</u>
Adrian Leventhorp Corporate Trustee	Laird Duneden, Ltd. Aston Corporate Trustees, Ltd. Aston House Peel Rd. Douglas Isle of Man, British Isles IM14LS

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The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

ARTICLE VII. AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statutes 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE VIII. INDEMNIFICATION

Each individual or entity who is or was a member of the Company {and the heirs, executor,

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personal representatives, administrators, successors or assigns of such individual or entity} who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE IX. REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

ARTICLE X. INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XI. TRANSFER OF MEMBERS INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

Mintmire & Associates
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IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand this 4th day of September, 2001.

Donald F. Mintmire

DONALD F. MINTMIRE, ESQ.
Authorized Representative of a Member

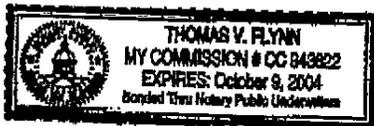
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STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DONALD F. MINTMIRE, who is personally known to me and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 4th day of September, 2001.



Thomas V. Flynn

Notary Public, State of Florida

My commission expires: Oct. 9, 2004

Donald F. Mintmire, having been designated to act as Registered Agent, hereby agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of any position as registered agent.

Donald F. Mintmire

Donald F. Mintmire, Esquire

Registered Agent

Date: September 4, 2001

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