

W01000017319

BENDER, BENDER & CHANDLER, P.

ATTORNEYS AT LAW

5915 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146
(305) 662-1133
TELEFAX (305) 662-4462

1834 MAIN STREET
SARASOTA, FLORIDA 34236
(941) 951-1503
TELEFAX (941) 951-1309

HARRY K. BENDER
GEORGE C. BENDER
JAMES R. CHANDLER, III

no Aff.
00789-02870-00671

W01-20643

REPLY TO: _____

100004568531--9
-09/04/01--01116--001
*****78.75 *****78.75

August 14, 2001

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

9/19

MMJ. 1

Re: Filing Articles of Organization of NORTHPORT HOLDINGS, LLC.

Ladies/Gentlemen:

Enclosed herewith please find the original Articles of Organization of NORTHPORT HOLDINGS, LLC for purposes of filing with your office for the establishment of this Limited Liability Company. Also enclosed is a duplicate original of such Articles together with our office check in the amount of \$78.75 for the \$70.00 filing fee plus \$8.75 to certify the enclosed copy.

Sincerely,

James R. Chandler, III

Cc: A. Gutierrez
J. Cook
A. Miske

/dd
Enclosure(s)

100004568531--9
-10/09/01--01012--014
*****76.25 *****76.25

FILED
01 SEP 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2001

JAMES R. CHANDLER, III
BENDER, BENDER & CHANDLER, P.A.
5915 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33146

SUBJECT: NORTHPORT HOLDINGS, LLC
Ref. Number: W01000020643

We have received your document for NORTHPORT HOLDINGS, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 001A00050146

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The initial member of the Company is Alex Gutierrez. The member of the Company shall have the right to admit additional members, and thereafter the members shall have the right to admit by majority vote.

ARTICLE VII
MEMBER'S RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right 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 upon the affirmative vote of 100% of the remaining members provided further that counsel, which is acceptable to such remaining members, shall have delivered to the Company an opinion that neither the grant nor the exercise of the powers of the members by consenting to continue the Company will adversely affect either the limited liability status of a member of the tax status of the Company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER

The Limited Liability Company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the Limited Liability Company.

Further, this Limited Liability Company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the Company if a majority in interest and number of the remaining members of the Company elect to continue the business of the Limited Liability Company and provided further that there shall be delivered to the Limited Liability Company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the Limited Liability Company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the Limited Liability Company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the remaining membership, they may elect to reform the Limited Liability Company and elect a new manager or managers in the place of the former managers and continue the Limited Liability Company's business. In such event, the existing Limited



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 20, 2001

JAMES R. CHANDLER, III
BENDER, BENDER & CHANDLER, P.A.
5915 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33146

SUBJECT: NORTHPORT HOLDINGS, LLC
Ref. Number: W01000020643

We have received your document for NORTHPORT HOLDINGS, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please accept our apology for failing to mention this in our previous letter.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 801A00052707

ARTICLES OF ORGANIZATION

OF

NORTHPORT HOLDINGS, LLC

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this Limited Liability Company shall be:

NORTHPORT HOLDINGS, LLC.

ARTICLE II
INITIAL BUSINESS ADDRESS

The initial mailing and principal address for the Limited Liability Company shall be:

5120 Calle Minorga, Sarasota, Florida 34242

ARTICLE III
COMMENCEMENT AND DURATION

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2030, unless sooner dissolved according to law.

ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Initial registered agent and office for the Limited Liability Company shall be:

James R. Chandler, III
1834 Main Street, Sarasota, Florida 34236

ARTICLE V
MANAGEMENT

This Limited Liability Company shall initially be managed by one manager, although the number of managers of the Company may be altered from time to time, in accordance with the regulations of the Company. The initial manager shall be:

Alex Gutierrez
5120 Calle Minorga, Sarasota, Florida 34242

FILED
01 SEP 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Liability Company shall be dissolved and all of its assets and liabilities shall be contributed to a new Limited Liability Company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new Limited Liability Company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX
REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this Limited Liability Company, there shall be adopted the regulations of the Limited Liability Company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the Company.

ARTICLE X
PURPOSE

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Organizer has caused these Articles or Organization to be executed this 13th day of Sept, 2001.

NORTHPORT HOLDINGS, LLC

By: 

Signature of Authorized Representative of member executing the Articles of Organization

Typed or printed name of Representative: James R. Chandler, III

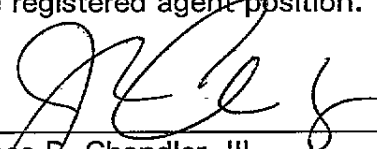
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Certificate of Designation
Registered Agent/Office

I agree to act as registered agent to accept service of process of the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

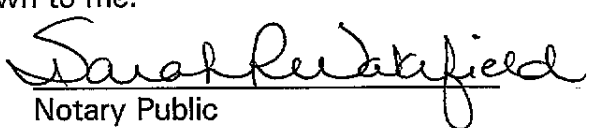
Date

Sept 13 2001


James R. Chandler, III
Registered Agent
BENDER, BENDER & CHANDLER, P.A.
1834 Main Street
Sarasota, FL 34236
(941)951-1503 FAX (941) 953-1309

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and SUBSCRIBED before me this 13th day of September, 2001, by James R. Chandler, III who is personally known to me.


Notary Public



Sarah R Wakefield
My Commission DD048062
Expires August 07 2005