

TRANSMITTAL LETTER

**L020000 / 1826**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-01/17/02--01067--017  
\*\*\*125.00 \*\*\*125.00

SUBJECT: Jupiter Tree Holdings, LLC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> <del>\$78.75</del> Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<b>Additional Copy Required</b>			

FROM: Gary M. Mills, P.A.  
Name (printed or typed)

1761 W. Hillsboro Blvd., #104  
Address

Deerfield Beach, FL 33442  
City, State & Zip

954-427-4228  
Daytime Telephone number

DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA  
 2002 JUN 17 PM 4:25  
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NOTE: Please provide the original and one copy of the articles.

*g*

**ARTICLES OF ORGANIZATION**

**OF**

**JUPITER TREE HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **JUPITER TREE HOLDINGS, L.L.C.**

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 200 SE 6<sup>th</sup> Street, #603, Ft. Lauderdale, FL 33301 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon the approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 70 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in and 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 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Company is 200 SE 6<sup>th</sup> Street, Fort Lauderdale, FL 33301. The name of the registered agent is John Ventiera.

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**ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager/President: Doug Mitchell  
Secretary: John Ventiera  
Treasurer: Doug Mitchell

whose addresses shall be the same as the mailing address of the Company.

**ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 9 - TERMINATION OF EXISTENCE**

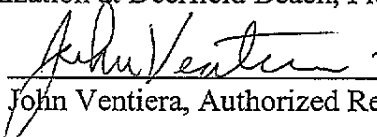
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

John Ventiera 10330 SW 51<sup>st</sup> Street, Cooper City, FL 33328  
Doug Mitchell 5800 SW 142<sup>nd</sup> Ave., Davie, FL 33330

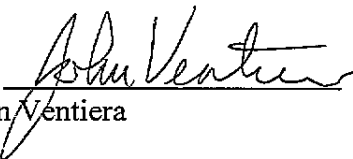
IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Deerfield Beach, Florida, for the foregoing uses and purposes, this October 24, 2001.

  
\_\_\_\_\_  
John Ventiera, Authorized Representative

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2001 JAN 17 PM 1:17  
CLERK OF THE COUNTY OF DADE  
MIAMI, FLORIDA

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

John Ventiera, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

By:   
John Ventiera

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