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PLEASE REPLY TO FORT LAUDERDALE

COVERT & ASSOCIATES, P.A.
311 PARK PLACE BOULEVARD, SUITE 360
CLEARWATER, FL 33759
(727) 449-8200

COVERT & BLACK, LLC
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CLEARWATER, FL 33759
(727) 449-8200

WILLIAM R. BLACK*
*ADMITTED IN FLORIDA

LINDA G. MCCOLLUM*
LIFESPAN™ COORDINATOR

KALEAH S. SIZEMORE*
FUNDING COORDINATOR
*NOT ADMITTED IN FLORIDA

February 13, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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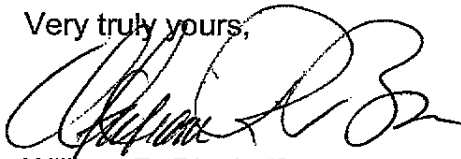
Re: Northeastern Holdings, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Northeastern Holdings, LLC and a check in the amount of \$125.00 to cover the filing fee.

Should you have any questions concerning this correspondence, please do not hesitate to contact this office. I remain

Very truly yours,



William R. Black, Esquire

WRB/lgm

enclosure(s)

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TALLAHASSEE, FLORIDA

mtw
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ARTICLES OF ORGANIZATION
NORTHEASTERN HOLDINGS, LLC
A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is NORTHEASTERN HOLDINGS, LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principle Office. The street address and mailing address of the registered office of the limited liability company is:

2200 NE 37th Drive, Ft. Lauderdale, FL 33308

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

David Minnear
2200 NE 37th Drive
Ft. Lauderdale, FL 33308

George Donzella
2200 NE 37th Drive
Ft. Lauderdale, FL 33308

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8. Additional Members. The names and addresses of additional members(s) are as follows: None.

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In order to qualify as a new member, the new member must be a member in good standing of the Florida Bar, a member of the National Network of Estate Planning Attorneys and a member of Lifespan™ Legal Services, LLC. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member. In the event that an existing member fails to continue to meet the minimum criteria for membership outlined above that member shall, without further action by the other members, cease to be a member of this LLC, and that member shall immediately cease and desist from holding him or herself out as a member of this LLC.

10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Operating Agreement of the limited liability company.



David W, Minnear
Member

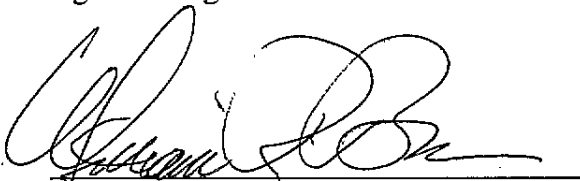
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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is NORTHEASTERN HOLDINGS, LLC
2. Registered Office. The address of the registered office of the limited liability company is 2691 E. Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33306.
3. Registered Agent. William R. Black, Esquire, is appointed, and by his signature below accepts appointment, to act as the Registered agent of NORTHEASTERN HOLDINGS, LLC.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



William R. Black, Esquire

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