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MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

SUITE 602 • PLAZA CENTER WEST

251 ROYAL PALM WAY

P.O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III, P.A.

TELEPHONE (561) 659-1111
FAX (561) 659-4009
E-MAIL: pblaw@flips.net

March 13, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/14/02--01040--004
****155.00 ****155.00

RE: Designers Development, LLC
Our File No. 3899.43

Dear sir or madam:

Enclosed herewith please find an original and a copy of the fully executed Articles of Organization of Designers Development, LLC for filing, together with a check in the amount of \$155.00, representing the filing fee and the fee for a certified copy of the Articles.

Thank you for your assistance.

Sincerely,


Mario G. de Mendoza, III

MGMIII:hr
Enclosures

FILED
2002 MAR 14 AM 10:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 21 2002

MGMIII:hr
3899.43
03/11/02

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2002 MAR 14 AM 10:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DESIGNERS DEVELOPMENT II, LLC
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provision of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is "Designers Development II, LLC"

ARTICLE II - PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of execution of these Articles of Organization until the first to occur of the following:

- (i) Ten (10) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to acquire, develop, manage and sell real property, as well as to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business in Florida for the Limited Liability Company is: 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Mario G. de Mendoza, III, Esquire, Mendoza and Callas, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE VI - MEMBERS

The name and mailing address of the sole initial member of the Limited Liability Company is:

Robert A. Bentz, as Trustee
1280 North Congress Avenue, Suite 215
West Palm Beach, Florida 33409

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ARTICLE IX - ADDITIONAL MEMBERS

Members may be admitted to the Limited Liability Company only upon the unanimous agreement of the then existing members.

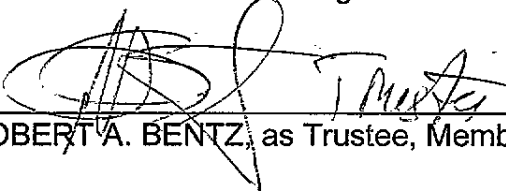
ARTICLE X - CONTINUITY OF BUSINESS

Upon 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, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the written consent of all of the remaining members of the Limited Liability Company.

ARTICLE XI - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the person who is to serve as the manager of the Limited Liability Company until the first annual meeting of members or until his successor is elected and qualified is Robert A. Bentz.

These Articles of Organization were executed this 13th day of March, 2002.


ROBERT A. BENTZ, as Trustee, Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 13th day of March, 2002, before me personally appeared ROBERT A. BENTZ, as Trustee, Member of Designers Development II, LLC, a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and who acknowledged before me that he executed the same for the purposes expressed therein. He is personally known to me, or has produced _____ as identification, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

(Notary Seal)



Donna M. Scully
MY COMMISSION # DD035851 EXPIRES
August 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public


Commission No.: _____

Commission expires: _____

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for Designers Development II, LLC, a Florida Limited Liability Company, I hereby accept the appointment as registered agent. I am familiar with and agree to accept the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.



MARIO G. DE MENDOZA, III, ESQ.
Mendoza and Callas
251 Royal Palm Way, Suite 602
Palm Beach, Florida 33480

Date: 3/13/02

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