

LAW OFFICES OF

RODNEY G. FAIR, ESQ. P.A.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11906 SANDY RUN
JUPITER, FL 33478
PHONE: (561) 746-8237
FAX: (561) 746-8237

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

400005114634--4
-03/18/02--01094--016
***125.00 ***125.00

March 14, 2002

Re: Articles of Incorporation, 478/106 TEQUESTA LIMITED LIABILITY CO. .

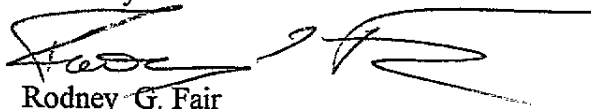
Gentlemen:

I have enclosed the Articles of Organization for the above mentioned Limited Liability Company, and a check in the amount of \$125.00, representing the full payment for filing the Articles of Organization, and the Designation and Acceptance of the Registered Agent.

Please return the Articles of Organization to the law firm indicated above.

Thank you for your assistance in this matter.

Sincerely



Rodney G. Fair
Attorney Bar #123017

W02-8049
J. BRYAN MAR 22 2002

J. BRYAN APR - 4 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2002

RODNEY G. FAIR
11906 SANDY RUN
JUPITER, FL 33478

SUBJECT: 478/106 TEQUESTA LIMITED LIABILITY CO.
Ref. Number: W02000008049

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for 478/106 TEQUESTA LIMITED LIABILITY CO. and your check(s) totaling \$125.00. 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 a "Supplemental Affidavit." Therefore, the enclosed document has not been filed and is being returned to you.

Please return the original and one copy of 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) 245-6097.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 102A00017204

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
478/106 TEQUESTA LIMITED LIABILITY CO.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **478/106 TEQUESTA LIMITED LIABILITY CO.**, and its principal office shall be located at 478 Tequesta Drive, Apartment 106, in the City of Tequesta, County of Palm Beach, State of Florida, 33469, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Also mailing address.

**ARTICLE II
PURPOSE AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extent the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it away lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. To acquire, own, and sale real estate whether improved or vacant; to lease and rent improved or vacant real estate; to acquire, invest and reinvest the company's funds in securities, bonds, mortgages, commercial paper, options, partnerships and other registered investments.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV MANAGEMENT

This limited liability company shall be managed by its members. The name and address of the person who shall serve until the first annual meeting of members, or until a successor is elected and qualified shall be Helen I. Robbins, whose address is 478 Tequesta Drive, Apartment 209, Tequesta, Florida, 33469.

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

| | |
|--------------------|--|
| Helen I. Robbins | 478 Tequesta Drive, Apartment 209 Tequesta, Florida 33469 |
| Alan T. Robbins | 4420 Riverpine Court Tequesta, Florida 33469 |
| Michael J. Robbins | 109 Rte. 39 South Sherman, Connecticut, 06784 |

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10.00 per unit or percent of ownership shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their percentage of ownership in the company.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as specified and set forth by the percentages alongside the name of the member as follows:

| | |
|--------------------|------|
| Helen I. Robbins | 80 % |
| Alan T. Robbins | 10 % |
| Michael J. Robbins | 10 % |

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being March 31, 2001.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares as specified and set forth by the percentages alongside the name of each member.

| | |
|--------------------|------|
| Helen I. Robbins | 80 % |
| Alan T. Robbins | 10 % |
| Michael J. Robbins | 10 % |

ARTICLE VIII DURATION

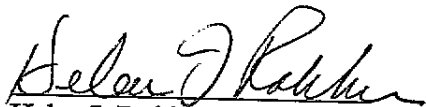
This limited liability company shall exist until March 31, 2030, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

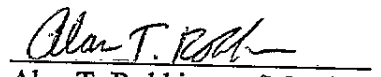
ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 478 Tequesta Drive, Apartment 209, County of Palm Beach, State of Florida, 334 69, and the name of the company's initial registered agent at that address is Helen I. Robbins.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **478/106 TEQUESTA LIMITED LIABILITY CO.**

Executed by the undersigned at Tequesta, Florida, on February 28, 2002.


Helen I. Robbins (Member)


Alan T. Robbins (Member)


Michael J. Robbins (Member)

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State of Florida
County of Palm Beach

Pursuant to the provisions of Sections 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **478/106 TEQUESTA LIMITED LIABILITY CO.**

The name of the registered agent for the **478/106 TEQUESTA LIMITED LIABILITY CO.**, is Helen I. Robbins, and the street address of the company's principal office where the agent is located is 478 Tequesta Drive, Apartment 209, Tequesta, Florida 33469.

I hereby acknowledge that, as indicated above, the **478/106 TEQUESTA LIMITED LIABILITY CO.**, has appointed me, Helen I. Robbins, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

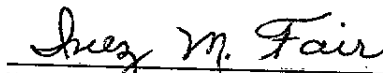
February 28, 2002.


Helen I. Robbins (Registered Agent)

The foregoing instrument was acknowledged before me this 28th day of February 2002, by Helen I. Robbins, agent on behalf of **478/106 TEQUESTA LIMITED LIABILITY CO.**, a limited liability company. She is personally known to me (YES NO) or she has produced his photo Florida Driver's License # _____ as proper identification.



Inez M. Fair
Commission # CC 971421
Expires Nov. 7, 2004
Bonded Firm
Atlantic Bonding Co., Inc.


Inez M. Fair (Notary Public)