

L02000000986

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tropiques d'Azures Investments, LLC

900005337249--7
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****125.00 ****125.00

Amount	DOC
Underwriter	---
Underwriter Verifier	?
Acknowledgement	DOC
W. P. Verifier	---

6 pages L020000009861
Signature

L0200000041694

Requested by:

Name SX Date 4/24/02 Time 10:30

Walk-In _____ Will Pick Up _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ☒ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ☒ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

RECEIVED
02 APR 24 AM 11:35
FILED
02 APR 25 AM 10:10
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

CAPITAL CONNECTION
417 E VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: TROPIQUES D'AZURES INVESTMENTS, L.L.C.
Ref. Number: W02000011694

We have received your document for TROPIQUES D'AZURES INVESTMENTS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 602A00024905

ARTICLES OF ORGANIZATION

OF

TROPIQUES d'AZURES INVESTMENTS, L. L. C.,

The undersigned hereby 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 liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I.

NAME

Tropiques

The name of the limited liability company shall be d'Azures Investments, L.L.C., and its principal place of business shall be in the City of Naples, County of Collier, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II.

PURPOSES AND POWERS

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

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things herein set forth to the same extent as a natural person might or could do.
- C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 the Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association or corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.
- E. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated herein, 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 such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, with or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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- F. 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 herein set forth, 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.
- G. 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.
- H. Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ONE HUNDRED DOLLARS & NO/100 (\$100.00) cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.

PROFITS AND LOSSES

A. Sharing of Profits.

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 an equal distributive share of the profits.

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 such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V.

LIMITED LIABILITY COMPANY 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.

ARTICLE VI.

DURATION

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

ARTICLE VII.

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 2858 Lone Pine Lane, in the City of Naples, County of Collier, State of Florida. This address shall also serve as mailing address.

ARTICLE VIII.

MANAGEMENT

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

ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2640 Golden Gate Parkway, Suite 206, City of Naples, County of Collier, State of Florida, and the name of its initial registered agent at such address is DONALD K. ROSS, JR., ESQ.

ARTICLE X.

RESTRICTIONS ON MEMBERSHIP

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

THE UNDERSIGNED, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Tropiques d'Azares Investments, L.L.C.

Executed by the undersigned at Naples, Florida, on the 22ND day of APRIL, 2002.


LINDA LOU EYNARD

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22ND day of APRIL, 2002, by A2.
LINDA LOU EYNARD, who is personally known to me or who has produced as identification. D.L. - 335-36-2192



[Signature]
Notary Public:

Typed Name:

My Commission Number is:

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 608 Florida Statutes, the following is submitted, in compliance with said Act: THAT
TROPQUES d'AZURES INVESTMENTS, L. L.C., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of Incorporation at 2858 Lone Pine Lane,
Naples, FL 34119, has named DONALD K. ROSS, JR., ESQ. located at said address as its agent to accept
service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

[Signature]
DONALD K. ROSS, JR., ESQ.

02 APR 25 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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