

**CAPITAL CONNECTION, INC.**

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

**L02000012485**

414 Micamac LLC

100005574521--8  
-05/20/02--01052--021  
\*\*\*155.00 \*\*\*155.00

RECEIVED

02 MAY 20 AM 11:34

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W002-14622

02 MAY 22 PM 12:23  
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TALLAHASSEE, FLORIDA

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- \_\_\_\_\_ 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

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name                      Date 5/20 Time 10:00

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 20, 2002

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

SUBJECT: EXCHANGE CORPORATION - 414 MIRAMAR, LLC  
Ref. Number: W02000014622

RECEIVED  
02 MAY 22 AM 9:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for EXCHANGE CORPORATION 414 MIRAMAR, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 602A00032270

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

**ARTICLES OF ORGANIZATION**

**EXCHANGE (INTERMEDIARY) - 414 MIRAMAR, LLC**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**EXCHANGE (INTERMEDIARY) - 414 MIRAMAR, LLC**

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is:

c/o Charles D. Miner, P.A.  
1646 Hillcrest Street  
Orlando, Florida 32803

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**ARTICLE III - DURATION**

The existence of the Limited Liability Company will commence upon the execution of the Articles of Organization. The period of duration for the Limited Liability Company shall continue until such time as the Limited Liability Company has concluded the purpose for which it was formed and no longer owns any real or personal property. Unless sooner dissolved by operation of law or by the provisions of the preceding sentence, or unless extended by the filing of Articles of Amendment to these Articles of Organization, the existence of this Limited Liability Company shall terminate on December 31, 2002.

**ARTICLE IV - PURPOSE**

The purpose for which this Limited Liability Company is formed is to acquire legal and/or beneficial title to certain real property with a street address of 414 Miramar, Indialantic, Florida 32903, which property is located in Brevard County, Florida, described more particularly as follows:

Indialantic By the Sea, Lot 12, Block 64, according to the Plat thereof as recorded in Plat Book 3, page 35, public records of Brevard County, Florida, together with all appurtenances thereto.

Tax Parcel I.D. # 273831 E00064.0012.00.

During the period of time the Limited Liability Company owns legal and/or beneficial title to the above-described property, the Limited Liability Company shall have and may exercise any and all rights and privileges incident to the ownership thereof. Without limiting the generality of the foregoing, the Limited Liability Company shall have the power to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any such property on any terms deemed advisable, to execute and deliver deeds, leases, bills of sale, and other instruments of whatever character, and to take or cause to be taken all action deemed necessary or proper in connection therewith. The Limited Liability Company shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

The Limited Liability Company is being formed for the purpose of acquiring title to the property described above as an Exchange Accommodation Titleholder, and therefore may acquire other property ("replacement property") as a result of such exchange. In order to carry out its duties as an Exchange Accommodation Titleholder, the Limited Liability Company may borrow money or enter into other arrangements with any other person or entity and to enter into any Qualified Exchange Accommodation Arrangements. In this regard, the Limited Liability Company shall follow the guidelines set forth by the Internal Revenue Service in Revenue Procedure 2000-37, as the same is presently in force or as it may subsequently be amended from time to time.

#### ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such person who is to serve as manager is:

Charles D. Miner  
1646 Hillcrest Street  
Orlando, Florida 32803

Any property owned by the Limited Liability Company may be dealt with by the Manager, and the signature of the Manager on any instrument of conveyance or encumbrance shall bind the Limited Liability Company, and all persons may presume that the Manager has full authority on behalf of the Limited Liability Company to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any property of the Limited Liability Company. The Manager shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

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**ARTICLE VI - REGISTERED AGENT,  
REGISTERED OFFICE AND RESIDENT AGENT'S SIGNATURE**

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The name and the Florida street address of the registered agent are:

Charles D. Miner  
1646 Hillcrest Street  
Orlando, Florida 32803


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.

Date: May 17<sup>th</sup>, 2002

  
Charles D. Miner, Registered Agent

(In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**EXCHANGE INTERMEDIARY, -414 MIRAMAR, LLC**

By:   
Charles D. Miner  
Manager and Authorized Representative  
of Member

Date: May 17<sup>th</sup>, 2002