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LIMITED LIABILITY COMPANY

flamingo creek, llc

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
FLAMINGO CREEK, LLC**

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The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
NAME OF CORPORATION**

The name of this limited liability company is FLAMINGO CREEK, LLC.

**ARTICLE II
DURATION**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

**ARTICLE III
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Michael D. Arama. The street address of the initial registered agent of the Company is 1688 Meridian Avenue, Suite 802, Miami Beach, Florida 33139.

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**ARTICLE V
PRINCIPAL OFFICE**

The street address and mailing address of the Company's principal office is c/o Michael D. Arma, 1688 Meridian Avenue, Suite 802, Miami Beach, Florida 33139.

**ARTICLE VI
CONTRIBUTIONS OF THE COMPANY**

The total amount of capital contributions initially made to the Company by the members (including cash and description of the agreed value of property) is as follows: \$1,000.00 No additional contributions have been agreed upon.

**ARTICLE VII
ADDITIONAL MEMBERS**

The Company shall have the right to admit additional members to the Company by the vote of members holding a majority of the membership of the company at the time of admission.

**ARTICLE VIII
TERMINATION OF MEMBERSHIP**

Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the Company.

**ARTICLE IX
MANAGEMENT OF THE COMPANY**

The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a function of changes in their capital account balances. The name and address of the initial managing members are as follows: Billie J. Kendall, 2801 Flamingo Drive, Miami Beach, Florida 33140.

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**ARTICLE X
REGULATIONS**

At the time of executing these Articles of Organization, the members of the Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a Members' Agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

**ARTICLE XI
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

**ARTICLE XII
TRANSFER OF INTEREST**

No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

**ARTICLE XIII
CERTIFICATED INTERESTS**

The members' membership interests in the Company may be evidenced by certificates.

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**ARTICLE XIV
AMENDMENTS**

These Articles, except for the respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests in the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as managing partner of the Company, executed these Articles of Organization effective as of the 26TH day of September, 2002.

By: Billie J. Kendall
BILLIE J. KENDALL

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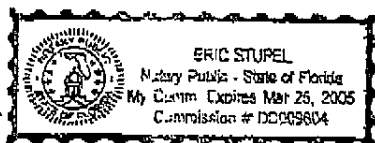
- 5. No additional contributions have been agreed upon.
- 6. This affidavit is made and given by affiant as representative of FLAMINGO CREEK, LLC, the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentation therein.

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By: Billie J. Kendall
 BILLIE J. KENDALL

The foregoing instrument was acknowledged before me this 26 day of September, 2002, by Billie J. Kendall, as representative of FLAMINGO CREEK, LLC, a Florida Limited Liability Company, who presented his/her Florida Drivers License as identification and did take an oath.

[Signature]
 Notary Public
 My Commission Expires:



237B:Flamingo, Inc

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