

Law Offices

HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201
Melbourne, Florida 32901

321-951-1776
FAX 321-951-1849
www.hklaw.com

FILED

2002 SEP 27 AM 9:21

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Atlanta
Boston
Bradenton
Chicago
Fort Lauderdale
Jacksonville
Lakeland
Los Angeles
Melbourne
Miami
International Offices:
Caracas*
Mexico City
Rio de Janeiro
New York
Northern Virginia
Orlando
Providence
St. Petersburg
San Antonio
San Francisco
Seattle
Tallahassee
Tampa
Washington, D.C.
West Palm Beach
Sao Paulo
Tel Aviv*
Tokyo
*Representative Office

September 26, 2002

CLIFTON A. MCCLELLAND, JR.
321-951-1776
cmcclell@hklaw.com

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

900008082709--1
-09/27/02--01068--011
****125.00 ****125.00

Re: BELLE TERRACE, L.C.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Organization and Statement Designating Registered Agent and Office of the above-referenced corporation. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Also enclosed is our check in the amount of \$125.00 to cover the filing fee.

Thank you for your assistance in this matter.

Respectfully,

HOLLAND & KNIGHT LLP

Clifton A. McClelland, Jr.

Clifton A. McClelland, Jr.

CAM/tah
Enclosures

MEL1 #478280 v1

J. BRYAN SEP 30 2002

**ARTICLES OF ORGANIZATION
OF
BELLE TERRACE, L.C.**

FILED
2002 SEP 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 liability 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 BELLE TERRACE, L. C., and its principal office shall be located at 2293 West Eau Gallie Boulevard, Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES 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 the 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 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 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 extend 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 may 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.

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 a manager. 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.

FILED
2002 SEP 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2002 SEP 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE IV MANAGEMENT

This limited liability company is to be a manager-managed company. Management of this limited liability company is reserved to a manager, whose name and address is as follows:

Donald L. Simms
2825 Business Center Boulevard
Wickham Business Park, Suite C-1
Melbourne, FL 32940

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 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 total amount of \$10.00 cash shall be paid to the limited liability company by Holiday Builders, Inc. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

FILED
2002 SEP 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES 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 expenses of conducting the business of the limited liability company, including repayment of mortgage debt. After payment of the expenses of conducting the business of the company, all net profits shall be paid to Holiday Builders, Inc.

Holiday Builders, Inc. shall receive 100% of the net profits of the company.

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 the date of filing of record of these Amended and Restated Articles of Organization.

(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 the following shares:

Holiday Builders, Inc.	-	100 percent (100%)
------------------------	---	--------------------

ARTICLE VIII

DURATION

This limited liability company shall exist until January 1, 2032, or 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 2293 West Eau Gallie Boulevard, Melbourne, County of Brevard, State of Florida, 32935, and the name of the company's initial registered agent at that address is Richard w. Hawkes.

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
COUNTY OF BREVARD)

FILED
2002 SEP 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, BELLE TERRACE, L.C. submits the following statement in designating its registered office and registered agent in the State of Florida:

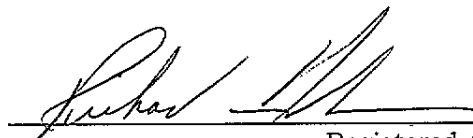
1. The name of the limited liability company is BELLE TERRACE, L.C.
2. The name of the registered agent for BELLE TERRACE, L.C. is

Richard Hawkes and street address of the company's principal office where the agent is located is:

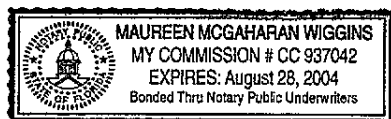
2293 W. Eau Gallie Boulevard
Melbourne, FL 32935

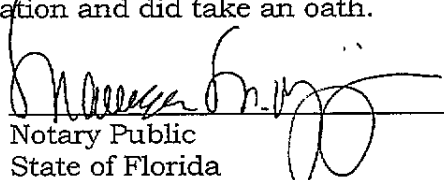
The undersigned, being the person named in the Articles of Organization of BELLE TERRACE, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: September 25, 2002


Registered Agent
Printed Name: Richard Hawkes

The foregoing instrument was acknowledged before me this 25 day of September, 2002, by Richard Hawkes, agent on behalf of BELLE TERRACE, L.C., a limited liability company. He ☒ is personally known to me or ☐ has produced a Florida Driver's License as identification and did take an oath.




Notary Public
State of Florida