

KATHLEEN B. JOHNSON, P.A.

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September 30, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

In re: REALTRON PROPERTIES, LLC

300008209333-4
-10/04/02--01056--010
****125.00 ****125.00

Dear Sir/Madam:

Enclosed please find the following documents:

1. Articles of Organization
2. Check in the amount of \$125.00 to record articles of Organization

Please forward to this office a copy of the recorded document as proof of filing.

Thank you for your attention to this matter.

Very truly yours,


Kathleen B. Johnson

KBJ:jr

Enclosures

02 OCT -4 AM 9:40
TALLAHASSEE, FLORIDA

10/1/02

**ARTICLES OF ORGANIZATION
OF
REALTRON PROPERTIES, LLC**

THE UNDERSIGNED CERTIFY THAT they have associated 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 and further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

1. **NAME AND PRINCIPAL PLACE OF BUSINESS**

1.1. The name of the limited liability company shall be REALTRON PROPERTIES, LLC, and its principal office and mailing address is 546 NW 105 Drive, Coral Springs, FL, 33071, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

2. **COMMENCEMENT DATE AND DURATION**

2.1 The date when existence shall commence of this limited liability company shall be the date when these Articles have been executed and acknowledged if such date is within five business days prior to the date of filing, or the date filed with the Secretary of State of Florida if filed more than five business days after the date of such execution.

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

3. **PURPOSES AND POWERS**

3.1 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:

3.2 To engage in any activity or business authorized under the Florida Statutes.

3.3 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.

3.4 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.

3.5 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.

3.6 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.

3.7 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any 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.

3.8 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.

3.9 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 or may not, under Florida laws, lawfully carry on, exercise, or do.

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4. **MANAGEMENT**

4.1 The limited liability company shall be managed by one or more managing members as may be determined from time to time in accordance with the Regulations of the company. 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 is as follows:

JAMES THOMAS NOONAN, JR., 546 NW 105 Drive, Coral Springs, FL, 33071

JILL E. NOONAN, 546 NW 105 Drive, Coral Springs, FL, 33071

5. **MEMBERSHIP RESTRICTIONS**

5.1 Members shall have the right to admit new members by consent of two-thirds of the voting interest of the members. Contributions required of new members shall be determined as to the time of admission to the limited liability company.

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

5.3 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 consent of two-thirds of the voting interest of the remaining members.

6. **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

6.1 The name and address of the initial registered office of the limited liability company is JAMES THOMAS NOONAN, JR., 546 NW 105 Drive, Coral Springs, FL, 33071.

The undersigned, the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of REALTRON PROPERTIES, LLC.

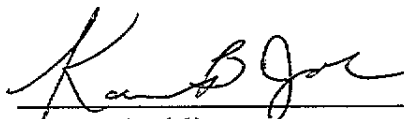
Executed by the undersigned at Coral Springs, Florida on the _____ day of _____, 2002.


JAMES THOMAS NOONAN, JR.

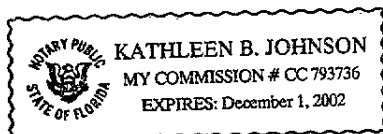

JILL E. NOONAN

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of September, 2002, by JAMES THOMAS NOONAN JR. and JILL E. NOONAN, who are personally known to me ~~or whom have produced~~ _____ as identification and who did not take an oath.



Notary Public
State of Florida
Serial Number:
My Commission Expires:



02 OCT -1, AM 9:40
TALLAHASSEE, FLORIDA

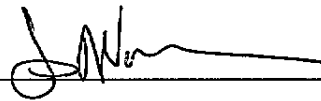
STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) 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 REALTRON PROPERTIES, LLC.

The name of the registered agent is THOMAS JAMES NOONAN, JR., and the street address of the company's registered office where the agent is located is 546 NW 105 Drive, Coral Springs, FL, 33071.

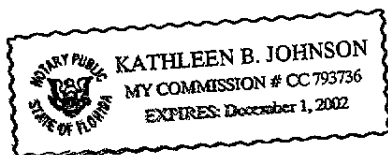
This statement is to acknowledge that, as indicated above, REALTRON PROPERTIES, LLC, has appointed JAMES THOMAS NOONAN, JR. as its registered agent to accept service of process for the company at the place designated above in this certificate. JAMES THOMAS NOONAN, JR. accepts this appointment as registered agent and agrees to act in this capacity. He 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 his position as registered agent.



JAMES THOMAS NOONAN, JR.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of September, 2002, by JAMES THOMAS NOONAN, JR., who is personally known to me or ~~who has produced~~ as identification and who did not take an oath.



Notary Public
State of Florida
Serial Number:
My Commission Expires: