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TALLAHASSEE, FLORIDA

ANDREW D. TARR, P.A.
A T T O R N E Y A T L A W

The 1250 East Building
Suite #710
1250 East Hallandale Beach Boulevard
Hallandale Beach, Florida 33009
Telephone (954) 455-0123
Facsimile (954) 455-8484
E-mail atarr@LegacyTS.com
E-mail TarrLaw@aol.com

January 8, 2003

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: MCCANDY BOYNTON, LLC
File No. 347.2015

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TALLAHASSEE, FLORIDA

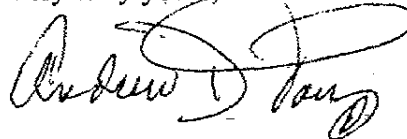
Dear Sir/Madam:

Enclosed herewith kindly find the following:

1. Articles of Organization containing a registered agent designation; and
2. Check in the sum of \$155.00 representing the following: \$100.00 filing fee; \$25.00 registered agent designation; and \$30.00 certified copy fee.

Kindly process the enclosed at your earliest convenience. Should you have any questions, please do not hesitate to contact this office.

Very truly yours,



ANDREW D. TARR

ADT/r
Enclosures

ARTICLES OF ORGANIZATION

OF

MCCANDY BOYNTON, LLC

ARTICLE I

NAME

The name of this limited liability company is

MCCANDY BOYNTON, LLC

ARTICLE II

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

263 Ocean Boulevard
Golden Beach, Florida 33160

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Kenneth Israel
263 Ocean Boulevard
Golden Beach, Florida 33160

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent

Kenneth Israel

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ARTICLE IV

MEMBERS AND MANAGEMENT

The Limited Liability Company is to be managed by two managers and is therefore a manager - managed company. The initial co-manager members are Kenneth Israel and Jacob Elefant.

This limited liability company shall have the following members:

NAME	ADDRESS
Kenneth Israel	263 Ocean Boulevard Golden Beach, Florida 33160
Jacob Elefant	801 South Federal Highway - Suite 105 Delray Beach, Florida 33483

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ARTICLE V

PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a real estate and investments business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

CONTRIBUTIONS/ALLOCATION OF PROFITS AND LOSSES AND DISTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

NAME	AMOUNT
Kenneth Israel	\$100.00
Jacob Elefant	\$100.00

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the

members.

Allocations of profits and losses and distributions shall be made in the following percentages:

Kenneth Israel	50%
Jacob Elefant	50%

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of a majority of the membership interests of the limited liability company, and further provided however that the existing members shall have a first right of refusal to purchase additional membership interests which are first being offered to third parties on the same terms and conditions as those made to such third party within five (5) days written notification to such member of the third party offer.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

NAME	PERCENTAGE
Kenneth Israel	50%
Jacob Elefant	50%

ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.


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ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

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


Kenneth Israel, Member

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