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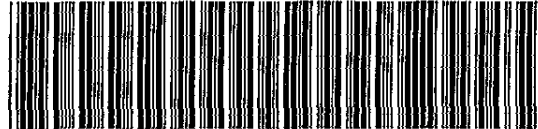
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BUSINESS LAW

February 10, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
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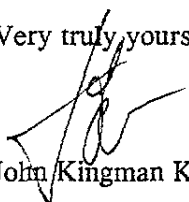
RE: Filing Articles of Organization of: (A) Kamenoff - Hughes Custom Homes, LLC; (B) Hughes - Kamenoff Custom Homes, LLC; and (C) Hughes, LLC

Dear Sir or Madam:

I am enclosing herewith the original Articles of Organization and Registered Agent Certificate of the above identified LLCs, together with my Firm check number 3581-13 in the amount of \$ 375<sup>00</sup> in payment of the required filing fees. Following acceptance and filing, please forward the filed Articles of Organization and other documents to me as soon as possible.

Should you have any questions concerning the foregoing, please contact me immediately.

Very truly yours,

  
John Kingman Keating

JKK/  
Enclosures

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**ARTICLES OF ORGANIZATION**  
**OF**  
**HUGHES - KAMENOFF CUSTOM HOMES, LLC,**  
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE I - NAME**

The name of this limited liability company shall be Hughes - Kamenoff Custom Homes, LLC, a Florida limited liability company (the "Company").

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in the Regulations of the Company.

**ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS**

The initial principal office mailing and street address of the Company shall be located at 1608 West Ivanhoe Boulevard, Orlando, Florida 32804.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 1608 West Ivanhoe Boulevard, Orlando, Florida 32804 and the initial registered agent of the Company at that address shall be Bradley M. Hughes. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE V - PURPOSES AND GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Regulations of the Company, as amended.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

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The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

#### ARTICLE VII - MANAGERS

The business and affairs of the Company shall be managed by a Manager(s) both as set forth in these Articles of Organization and in the Regulations of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager(s) shall have the power and authority to act on behalf of the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager(s) of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, is:

Manager(s)	Manager(s) Business Address
Hughes, LLC	1608 West Ivanhoe Boulevard, Orlando, Florida 32804
Kamenoff Associates, a Florida joint venture	165 Montgomery Road, Altamonte Springs, Florida 32714

#### ARTICLE VIII - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Manager of this Company, including any Member who shall be a Managing Member, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager (or Managing Member), except for liability:

- (a) for a breach of the Manager's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Manager derived an improper personal benefit; or
- (d) under Section 608.4363(7), *Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a Manager (including any Managing Members) of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager

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shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

#### ARTICLE IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE X - ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

#### ARTICLE XI - HEADINGS AND CAPTIONS

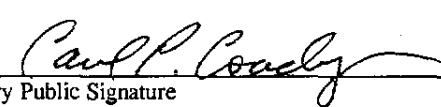
The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

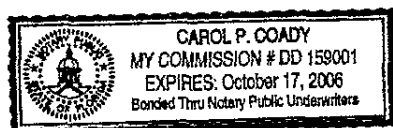
**IN WITNESS WHEREOF**, the undersigned authorized person of a Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his/her hand and seal this 31<sup>st</sup> day of January, 2003.

  
John Kingman Keating

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John Kingman Keating personally appeared before me and executed or acknowledged his/her previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John Kingman Keating, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: \_\_\_\_\_ . WITNESS my hand and official seal in the State and County aforesaid this 31<sup>st</sup> day of January, 2003.

  
Notary Public Signature  
(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

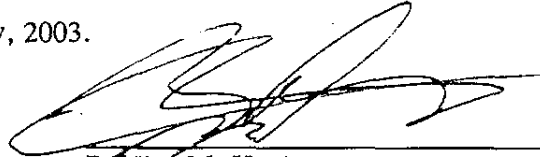
In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Hughes - Kamenoff Custom Homes, LLC, a Florida limited liability company (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated Bradley M. Hughes as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1608 West Ivanhoe Boulevard, Orlando, Florida 32804.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 31<sup>st</sup> day of January, 2003.



Bradley M. Hughes  
Registered Agent

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