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ACCOUNT NO. : 072100000032

REFERENCE : 948685 10794A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 155.00

ORDER DATE : February 28, 2003

ORDER TIME : 2:50 PM

ORDER NO. : 948685-005

CUSTOMER NO: 10794A

CUSTOMER: Harold J. Turk, Esq  
Harold J. Turk, Esq

Suite 206  
1428 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: PINECREST PARTNERS, LLC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE FL 32301

**ARTICLES OF ORGANIZATION  
OF  
PINECREST PARTNERS ,LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be PINECREST PARTNERS, LLC. (A Company=).

**ARTICLE II - ADDRESS**

The mailing address and street address of the initial principal office of the Company shall be c/o Hernandez Investments Group, Inc. 701 Brickell Avenue, Suite 3270, Miami, Florida 33131.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company=s existence shall be perpetual, unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is OMAR. A. HERNANDEZ, 701 Brickell Avenue, Suite 3270, Miami, Florida 33131.

**ARTICLE V B CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash, property or services in the amounts and at the times determined by the members.

### **ARTICLE VI B MANAGEMENT**

The Company shall be managed by a manager, or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

### **ARTICLE VII B ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### **ARTICLE VIII B TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

### **ARTICLE IX B MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Hernandez Investments Group, Inc., 701 Brickell Avenue, Site 3270, Miami, Florida 33131.

**IN WITNESS WHEREOF**, on the \_\_\_\_ day of March, 2003, the undersigned organizer has made and subscribed these articles of organization.

Hernandez Investments Group, Inc.

By [Signature]  
Omar A. Hernandez, Vice President

**STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)**

SWORN to (or affirmed) and subscribed before me this 28<sup>th</sup> day of February 2003, by Omar A. Hernandez as Vice- President of Hernandez Investments Group, Inc. who is personally known to me, or who produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public B State of Florida

My Commission Expires:

(SEAL)

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of PINECREST PARTNERS,,LLC., 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.

[Signature]  
Name of Registered Agent  
Print Name: Omar A. Hernandez

