

**L030 00013479**

Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO  
Account Number : I20010000034  
Phone : (561) 655-8980  
Fax Number : (561) 655-9480

**LIMITED LIABILITY COMPANY**

**TRI-BRANDS OF SEMORAN, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
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DIVISION OF CORPORATION

JB  
4-15-03

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**ARTICLES OF ORGANIZATION  
OF  
TRI-BRANDS OF SEMORAN, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is "TRI-BRANDS OF SEMORAN, LLC."

**ARTICLE II - DURATION**

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the limited liability company is:

TRI-BRANDS OF SEMORAN, LLC  
c/o Richard Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

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**ARTICLE IV - REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

Richard Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

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**ARTICLE V - ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

**ARTICLE VI - CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

**ARTICLE VII - MANAGEMENT**

The limited liability company shall be managed by one or more managers that shall be appointed by the members of the limited liability company as provided in its Operating Agreement. The following are the names and addresses of the initial managers of the limited liability company:

Jorge L. Armenteros  
c/o Richard Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

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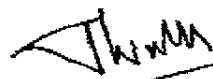
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IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 14<sup>th</sup> day of April, 2003.

  
JORGE L. ARMENTEROS

STATE OF NEW JERSEY     )  
COUNTY OF MONMOUTH    )

The foregoing instrument was acknowledged before me this 14 day of April 2003, by Jorge L. Armenteros, who is known personally to me or who has produced his driver's license as identification.

  
\_\_\_\_\_  
Notary Public  
ABRAHAM KURIY  
NOTARY PUBLIC, NEW JERSEY  
MY COMMISSION EXPIRES MARCH 1, 2005  
My Commission Expires: 3/1/2005

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FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, TRI-BRANDS OF SEMORAN, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

Richard Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: April 15, 2003

  
Richard Paladino

RP/jiw/Tri-Brands of Semoran Art./03/doc

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