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DIVISION OF CORPORATIONS

BK

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dmx Holdings ~~LLC~~

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Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
OF  
D. M. X. HOLDINGS, L.L.C.,  
a Florida Limited Liability Company**

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be D. M. X. Holdings, L.L.C., and its principal office shall be located at 3131 Laurel Ridge Court, Bonita Springs, Florida 34134, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
MISSION STATEMENT AND LONG-TERM GOALS**

The mission of D. M. X. Holdings, L.L.C., is to help others through the buying, selling, renting and rehabilitating of properties in return for a reasonable profit.

The goal of D. M. X. Holdings, L.L.C., is to purchase and hold at least five (5) properties per year, with a positive cash flow of \$1,000.00 per month each until it holds at least thirty (30) properties

**ARTICLE II  
PURPOSES AND POWERS**

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:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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. 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.

4. 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 of such contracts.

5. 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.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other 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.

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.

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

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV  
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Managing Member: William J. Must  
3131 Laurel Ridge Court  
Bonita Springs, FL 34134

Member: Robert W. D'Angelo, Jr.  
22920 Forest Ridge Drive  
Estero, FL 33928

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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

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 unanimous consent of the remaining members.

In the event a member desires to sell or transfer his interest in the company, the other members shall have the right to purchase the transferring member's interest in proportion to the percentage of interest they have in the company.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII  
PROFITS AND LOSSES

1. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on at least a yearly basis.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in equal shares, provided they unanimously agree to cover such losses.

ARTICLE VIII  
DURATION

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

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3131 Laurel Ridge Court, Bonita Springs, Florida 34134, and the name of the company's initial registered agent is William J. Must.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of D. M. X. Holdings, L.L.C.

Executed by the undersigned at Naples, Florida, on JULY 23, 2003.

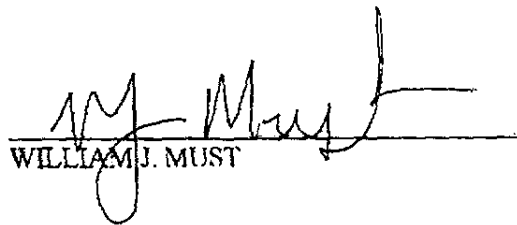
  
\_\_\_\_\_  
WILLIAM J. MUST

  
\_\_\_\_\_  
ROBERT W. D'ANGELO, JR.

**ACCEPTANCE OF REGISTERED AGENT**

I, WILLIAM J. MUST, agree to serve as registered agent and accept service for D. M. X. HOLDINGS, L.L.C., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 23<sup>rd</sup> day of JULY, 2003..

  
WILLIAM J. MUST