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(Requestor's Name)

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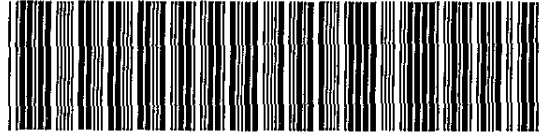
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*BK*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 192318 9643A

AUTHORIZATION :

COST LIMIT : \$ 125.00

03 AUG -4 PM 7:23  
FILED  
SERIALIZED  
TALLAHASSEE, FLORIDA

ORDER DATE : August 1, 2003

ORDER TIME : 8:35 AM

ORDER NO. : 192318-015

CUSTOMER NO: 9643A

CUSTOMER: Ms. Jane Breyer  
Sachs, Sax & Klein, P.a.

Suite 4150  
301 Yamato Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: FLAGLER-FRASER, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

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

**ARTICLES OF ORGANIZATION  
OF  
FLAGLER-FRASER, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

**ARTICLE I**

The name of the Limited Liability Company is: FLAGLER-FRASER, LLC

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company shall be: FLAGLER-FRASER, LLC, 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

**ARTICLE III**

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

**ARTICLE IV**

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Michael D. Karsch, Esq., Sachs Sax Klein, 301 Yamato Road, Suite 4150, Boca Raton, Florida, 33431.

**ARTICLE VI**

This Limited Liability Company shall be managed by its members. The operating agreement is hereafter amended to provide that the Company shall be managed otherwise.

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FLORIDA

**ARTICLE VII**

The name and mailing and street address of the initial sole member of the Limited Liability Company is PRIME FOS, LLC, 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487.

**ARTICLE VIII**

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

**ARTICLE IX**

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon 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 in the Limited Liability Company.

**ARTICLE X**

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

**ARTICLE XI**

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

**ARTICLE XII**

The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

PRIME FOS, LLC

Date: July 30, 2003

By: Vincent Manopolis

Vincent Manopolis  
Managing Member

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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03 AUG -14 PM 2:28  
TALLAHASSEE, FLORIDA  
STATE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

FLAGLER-FRASER, LLC

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

Michael D. Karsch, Esq.  
Sachs Sax Klein  
301 Yamato Road, Suite 4150  
Boca Raton, Florida 33431

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



\_\_\_\_\_  
Michael D. Karsch, Esq.

Date: July 30, 2003