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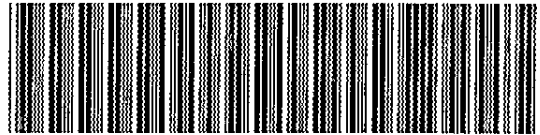
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# SAAVEDRA, PELOSI, GOODWIN & HERMANN

## ATTORNEYS AT LAW

AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS  
NOT A PARTNERSHIP

312 SOUTHEAST 17<sup>TH</sup> STREET, SECOND FLOOR  
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OF COUNSEL  
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HADLEIGH HOWD •

• MEMBER OF THE FLORIDA BAR  
• MEMBER OF THE FLORIDA BAR, AND  
WASHINGTON, D.C., BAR

• MEMBER OF THE FLORIDA BAR  
WASHINGTON, D.C. BAR, AND  
CONNECTICUT BAR  
• MEMBER OF THE CONNECTICUT BAR

September 2, 2003

### VIA FEDEX

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Lazy Boys III, LLC, a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find an original and duplicate copy of the Articles of Organization of the above-referenced proposed limited liability company.

Your assistance is requested in filing the Articles of Organization; and obtaining a Certified Copy of same. Please forward to this office in the enclosed FedEx envelope, for our files.

A check is also enclosed to cover the \$125.00 filing fee and \$30.00 certified copy fee, for a total of \$155.00.

Thank you for your assistance in this matter.

Sincerely,

SAAVEDRA, PELOSI, GOODWIN & HERMANN

Damaso W. Saavedra, Esq.

DWS/lsh

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

Article I. Name

The name of this Florida limited liability company is: Lazy Boys III, LLC

Article II. Address

The Company's street and mailing address is:  
701 N.W. 19<sup>th</sup> Street, Suite 100  
Fort Lauderdale, Florida 33311

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Damaso W. Saavedra, Esq.  
Saavedra, Pelosi, Goodwin & Hermann  
312 S.E. 17<sup>th</sup> Street, Second Floor  
Fort Lauderdale, Florida 33316

EFFECTIVE DATE

9-2-03

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a manager-managed company. The name and address of each manager is:

Miceal J. O'Leary  
701 N.W. 19<sup>th</sup> Street, Suite 100  
Fort Lauderdale, Florida 33311

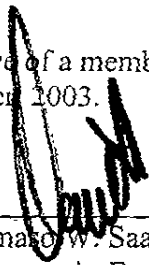
Prakash Patel  
701 N.W. 19<sup>th</sup> Street, Suite 100  
Fort Lauderdale, Florida 33311

Damaso W. Saavedra, Esq.  
Saavedra, Pelosi, Goodwin & Hermann  
312 S.E. 17<sup>th</sup> Street, 2<sup>nd</sup> Floor  
Ft. Lauderdale, Florida 33316  
(954) 767-6333

Article VI. Company Existence

The Company's existence shall begin effective the date when these Articles of Organization are received in the office of the Secretary of State.

The undersigned authorized representative of a member executed these Articles of Organization this 2nd day of September 2003.

  
\_\_\_\_\_  
Damaso W. Saavedra  
Attorney-in-Fact

SECRETARY OF STATE  
JULY 22 2003  
TALLAHASSEE, FLORIDA

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FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Lazy Boys III, LLC, a Florida limited liability company, in the foregoing Articles of Organization of Lazy Boys III, LLC, I hereby agree to act in that capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

  
REGISTERED AGENT:

\_\_\_\_\_  
Damaso W. Saavedra, Esq.

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Damaso W. Saavedra, Esq.  
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