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LIMITED LIABILITY COMPANY

Rosemary Management, LLC

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ARTICLES OF ORGANIZATION

FOR

**ROSEMARY MANAGEMENT, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for such Company:

- 1. **Name.** The name of this Company shall be:

ROSEMARY MANAGEMENT, LLC

- 2. **Office and Mailing Address.** The mailing address is 534 Datura Street, Suite 418, West Palm Beach, Florida 33401.

- 3. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows: Daniel S. Mandel, Esquire, MANDEL, WEISMAN, HEIMBERG, BRODIE & GRIFFIN, P.A., 2101 Corporate Boulevard, N.W., Suite 300, Boca Raton, Florida 33431.

- 4. **Management of Company.** Management of the Company is reserved to the Members, to be exercised in accordance with the Operating Agreement of the Company.

- 5. **Non-Liability and Indemnification.**

A. A Manager of this Company or a Member with whom management of the Company is vested shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for any breach of the Manager or Member's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager or Member derived an improper personal benefit or a wrongful distribution in violation the Florida Limited Liability Company Act.

B. Each person who is or was a Member or Manager of the Company (and their heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Member or Manager of the Company or is or was serving at the request of the Company as a Member or Manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise

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("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Section, the Indemnitee shall also be entitled to have paid directly to the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Section shall be a contract right.

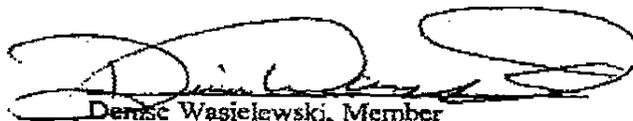
C. The Company may, by action of the Member(s), provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Member(s) shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company.

E. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Member, Manager or officer existing at the time of such repeal or amendment.

6. **Subscriber.** DENISE WASIELEWSKI shall be the subscribing Member.

IN WITNESS WHEREOF, the undersigned Member has hereunto set her hand and seal this _____ day of September, 2003.


Denise Wasielewski, Member

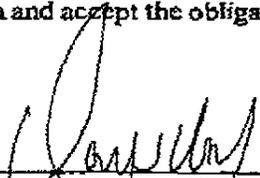
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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **ROSEMARY MANAGEMENT, LLC**, 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.



Daniel S. Mandel, Esquire

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