

Division of Corporations

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**Florida Department of State
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Fax Number : (850)205-0393

From:

Account Name : ROBERT C HACKNEY PROFESSIONAL LIMITED COMPANY
Account Number : I19990000202
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LIMITED LIABILITY COMPANY

PALMERI • DESIGN • PLANNING, LLC

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**ARTICLES OF ORGANIZATION
FOR
PALMERI • DESIGN • PLANNING, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the Limited Liability Company shall be **PALMERI • DESIGN • PLANNING, LLC**

ARTICLE II

ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 11891 U.S. Highway One, Ste. 100, North Palm Beach, FL 33408.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be fifty (50) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Professional Limited Liability Company is continued by the consent of remaining members of the Professional Limited Liability Company, pursuant to the terms of the Operating Agreement.

ARTICLE IV

PURPOSE

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

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- a. To render development and planning services, through its members, officers, employees, and agents;
- b. To carry on any business or any other legal or lawful activity allowed by law;
- c. To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- d. To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- e. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner, the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE V MANAGEMENT

The management of PALMERI - DESIGN - PLANNING, LLC, shall be vested, pursuant to an Operating Agreement, by the following Manager who shall be appointed by the members. The name and street address of the initial manager is Richard Palmeri, 11891 U.S. Highway One, Ste. 100, North Palm Beach, FL 33408.

ARTICLE VI CAPITAL AND ADMISSION OF ADDITIONAL MEMBERS

Members shall not be required to make additional contributions to the capital of the company. The initial member of the Limited Liability Company is Richard Palmeri, 11891 U.S. Highway One, Suite 100, North Palm Beach, FL 33408. Additional members shall be admitted upon the written consent of all the members, and must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which the limited liability company is organized. There are no preemptive rights on behalf of any Member. No Member of a

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limited liability company organized under this act shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the limited liability company.

**ARTICLE VII
TREATMENT AS PARTNERSHIP**

PALMERI • DESIGN • PLANNING, LLC is intended to be treated as a partnership for purposes of federal income taxation.

**ARTICLE VIII
AMENDMENT OF REGULATIONS**

The power to adopt, alter, amend or repeal the Regulations, or Operating Agreement, of this Limited Liability Company shall be vested in the Manager of the Limited Liability Company.

**ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST**

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall become an assignee only, and shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the Member otherwise would be entitled. No Member organized under this act, may sell or transfer ownership interest in this Limited Liability Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of the Limited Liability Company.

**ARTICLE X
WITHDRAWAL OR REDUCTION OF
MEMBER'S CONTRIBUTIONS TO CAPITAL**

A withdrawing Member shall not receive out of the Company any distribution, until all

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liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

ARTICLE XI

REGISTERED OFFICE AND AGENT

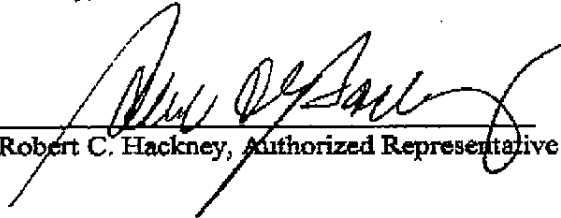
The initial registered agent of the Limited Liability Company shall be Robert C. Hackney, Professional Limited Company and the registered office of the Limited Liability Company shall be 11891 U.S. Highway One, Ste. 100, North Palm Beach, FL 33408.

ARTICLE XII

COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

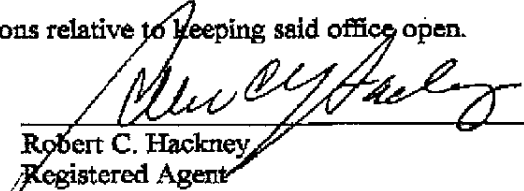
The undersigned has personally executed these Articles of Organization on this 8th day of January, 2004.



Robert C. Hackney, Authorized Representative of the Member

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Professional Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Robert C. Hackney
Registered Agent

Date: Jan 8, 2004

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