

Division of Corporations

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY****PAULBRIDGE REAL ESTATE HOLDINGS AND INVESTMENTS, LLC**

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PAULBRIDGE REAL ESTATE HOLDINGS, LLC  
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**ARTICLES OF ORGANIZATION  
OF**

**PAULBRIDGE REAL ESTATE HOLDINGS AND INVESTMENTS, LLC**

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

**ARTICLE I - NAME**

The name of this limited liability company is PAULBRIDGE REAL ESTATE HOLDINGS AND INVESTMENTS, LLC ("Company").

**ARTICLE II - DURATION**

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.401, unless continued by the unanimous consent of all the remaining members.

**ARTICLE III - PURPOSE**

This limited liability company is organized for the transaction of any and all lawful business.

**ARTICLE IV - POWERS**

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The address of the place of business of the Company is 6 Juneberry Lane, Scarborough Maine 04074 and the name and address of the initial registered agent of the Company is Ronald W. Sikes, 111 N. Orange Ave., Suite 1200, Orlando, Florida 32801.

**ARTICLE VI - CONTRIBUTIONS**

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

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#### ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the unanimous written consent of all members of the Company. The terms and conditions of such admissions shall be adopted by unanimous written consent of all the members of this Company.

#### ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

#### ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Nicholas O'Neill, who shall serve as Managing Director until and unless otherwise determined by the members of the Company at any meeting of the members or until its successor is elected and qualified to act in such capacity. The initial members of the company are Nicholas O'Neill and Paul O'Neill.

#### ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

#### ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company, or unless otherwise provided in these Articles of Organization or Operating Agreement entered into by the Members.

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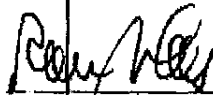
ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided in the Operating Agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

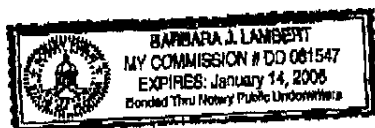
IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of January 22 2004.




RON SIKES, Authorized Representative

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22<sup>nd</sup> day of January, 2004, by Ron Sikes, as an authorized representative of Paulbridge Real Estate Holdings and Investments, LLC, who is personally known to me or who produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida  
My Commission Expires:

NOTARY PUBLIC  
STATE OF FLORIDA  
2006 JAN 14

04 JAN 22 2004

FILED

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR**  
**PAULBRIDGE REAL ESTATE HOLDING AND INVESTMENTS, LLC**  
**A Florida Limited Liability Company**

Having been named as registered agent for Paulbridge Real Estate Holdings and Investments, LLC, a Florida limited liability company (the "Company"), in the foregoing Articles of Organization, I, on behalf of the Company, hereby agree to accept service of process for said Company and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: 

Ron Sikes, Esq.

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STATE OF FLORIDA  
TALLAHASSEE

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