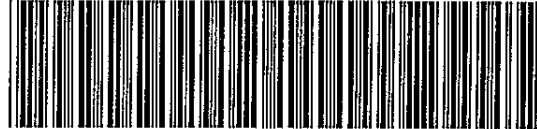


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TALLAHASSEE, FLORIDA



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Carl A. Cascio

OF COUNSEL

Gary S. Gaffney

BOARD CERTIFIED REAL ESTATE ATTORNEY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PINEAPPLE GROVE PROFESSIONAL CENTER  
333 N.E. 3RD AVENUE  
SUITE 102

DELRAY BEACH, FLORIDA 33444

TELEPHONE (561) 274-7473

FAX (561) 274-8305

www.casciolaw.com

February 24, 2004

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: JWN FLOORING, LLC

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Organization and the Acceptance of Registered Agent for the above-referenced corporation, along with a check in the amount of \$155.00 for filing the Articles of Organization and certified copy fee. Please return the Certificate of Organization and certified copy of the Articles of Organization and Acceptance of Registered Agent for this entity to my office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

Carl A. Cascio

CAC/mkm  
Enclosures

cc: Garent Grosset

**ARTICLES OF ORGANIZATION OF JWN FLOORING, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the limited liability company shall be **JWN Flooring, L.L.C.** ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be **13884 152<sup>nd</sup> Road North, Jupiter, FL 33478.**

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than June 21, 2040, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **Carl A. Cascio, Esquire, 525 N.E. 3<sup>rd</sup> Avenue, Suite 102, Delray Beach, FL 33444.**

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

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TALLAHASSEE, FLORIDA

## ARTICLE IX - MANAGEMENT

The Company shall be managed by a <sup>managing member</sup> manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial ~~manager~~ <sup>managing member</sup> of the Company is Garnet Grosset, 13229 152<sup>nd</sup> Road North, Jupiter, FL 33478.

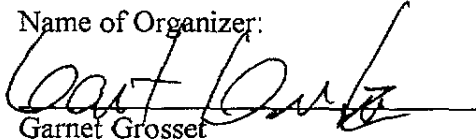
~~The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:~~

| <u>NAME</u>    | <u>ADDRESS</u>  |
|----------------|---|
| Garnet Grosset | 13229 152 <sup>nd</sup> Road North<br>Jupiter, FL 33478 |
| Neil Pagano    | 13268 159 <sup>th</sup> Street<br>Jupiter, FL 33478     |
| John Bloomberg | 13884 152 <sup>nd</sup> Road North<br>Jupiter, FL 33478 |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boynton Beach, Florida, on this 20<sup>th</sup> day of February, 2004.

**JWN FLOORING, LLC.**

Name of Organizer:

  
Garnet Grosset

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH)

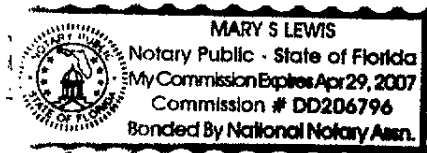
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*Lean H. Gross*  
Applicant: Garnet Grosset  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 20<sup>th</sup> day of February, 2004 by Garnet Grosset.

*Mary S. Lewis*  
Notary Public -- State of Florida



Print, Type, or Stamp Commissioned  
Name of Notary Public

Personally Known ✓ ; or  
Produced Identification \_\_\_\_\_  
Type of I.D. Produced: \_\_\_\_\_

**MANAGER'S ACCEPTANCE OF APPOINTMENT AND  
CERTIFICATION OF THE MEMBERS OF JWN FLOORING, LLC**

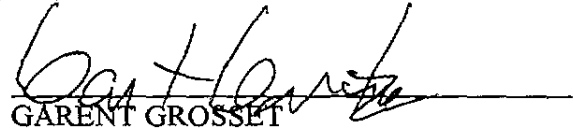
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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, Garnet Grosset, do this 20<sup>th</sup> day of FEBRUARY, 2004, hereby accept and acknowledge my appointment as manager of the JWN FLOORING, LLC, a Florida limited liability company (the "Company"), and further, certify that the above executing members constitute all the members of the Company.

*the managing member*

  
GARNET GROSSET

**FILED**

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**ACCEPTANCE OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the person named in the Articles of Organization of JWN FLOORING, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

JWN FLOORING, L.L.C.

By:



Carl A. Cascio, Registered Agent