

APR-05 MON 10:28 AM  
Division of Corporations

P X NO.

P. 01

Page 1 of 1

**604000025737**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

(4)  
4/5 FLCC

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H040000714063))

**FILE**

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 353-2000  
Fax Number : (904) 358-1872

**LIMITED LIABILITY COMPANY**

Penguin Realty LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

RECEIVED

04 APR -5 AM 10:10

DIVISION OF CORPORATION

FILED

04 APR -5 PM 12:48

Electronic Filing Menu

Corporate Filing

Public Access Help

1104000071406 3

## ARTICLES OF ORGANIZATION

### PENGUIN REALTY LLC

a Florida Limited Liability Company

The undersigned, being a member or duly authorized representative of a member of Penguin Realty LLC (the "Company"), desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

#### ARTICLE I. NAME

The name of the Company shall be Penguin Realty LLC.

#### ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

24 Cathedral Place  
Suite 400  
St. Augustine, FL 32084

#### ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the Company commences on the date of filing of these Articles of Organization, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement or the Act.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 701 Brickell Avenue, Suite 3000, Miami, FL 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

Prepared by:  
Pamela J. Simmons, Esq.  
Fla. Bar No. 0389269  
Holland & Knight LLP  
50 North Laura Street, Suite 3900  
Jacksonville, FL 32216  
(904) 358-2000


1104000071406 3

H04000071406 3

ARTICLE VI. MANAGEMENT

The Company shall be a member-managed company. Pursuant to Section 608.4235, Florida Statutes, every member of the Company shall be an agent of the Company solely by virtue of being a member, and every member shall have authority to incur debt or contractual liability on behalf of the Company, provided, however, that any action taken by the Company or by a member on behalf of the Company must be approved by those members owning seventy-five percent (75%) of the outstanding membership interests in the aggregate.

Dated this 4<sup>th</sup> day of April, 2004.

  
Suzanne M. Judas,  
Authorized Representative

H04000071406 3

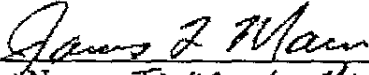
IT04000071406 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:

  
Print Name: James L. Main  
Title: Vice President

# 1712898\_v1

IT04000071406 3