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Division of Corporations

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

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

DUBARRY WOODBINE, LLC

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**ARTICLES OF ORGANIZATION
FOR
DUBARRY WOODBINE, 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 DuBarry Woodbine, LLC.

ARTICLE II

ADDRESS

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

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be ninety-nine (99) 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 Limited Liability Company is continued by the consent of remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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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:

- a. To acquire, own, develop, use, convey, and otherwise dispose of and deal in real personal property or any interest in such property;
- b. To carry on any business or any other legal or lawful activity allowed by law;
- c. 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;
- d. 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

DuBarry Woodbine, LLC, shall be a manager managed Limited Liability Company, under Florida Law. The management of DuBarry Woodbine, LLC, shall be initially be vested in the Members, until such time as a manager is appointed by the members pursuant to an Operating Agreement.

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**ARTICLE VI
TREATMENT AS PARTNERSHIP**

DuBarry Woodbine, LLC is intended to be treated as a partnership for purposes of federal income taxation.

**ARTICLE VII
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 Members of the Limited Liability Company.

**ARTICLE VIII
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.

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

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

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ARTICLE X

REGISTERED OFFICE AND AGENT

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

ARTICLE XI

COMMENCEMENT OF EXISTENCE

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

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of June, 2004.


Robert C. Hackney, Esq.
Authorized Representative for the Members

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named 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, Esq.
Registered Agent

Date: 6/3/04

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