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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

fni developments, l.l.c.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

FNI DEVELOPMENTS, L.L.C.

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the limited liability company and the complete mailing address for same shall be:

FNI DEVELOPMENTS, L.L.C.
C/o Kenneth M. Meyer, Esq.
6991 W. Broward Blvd., Suite 114
Plantation, Florida 33317

ARTICLE II

The address of the principal place of business of this limited liability company in the State of Florida shall be:

FNI DEVELOPMENTS, L.L.C.
C/o Kenneth M. Meyer, Esq.
6991 W. Broward Blvd., Suite 114
Plantation, Florida 33317

and such other place or places as may be agreed on by the members, as defined further herein. The initial registered agent of this limited liability company shall be:

KENNETH M. MEYER, ESQ.
6991 W. Broward Blvd., Suite 114
Plantation, Florida 33317

ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for thirty (30) years unless earlier dissolved by the members as set forth in these Articles of Organization or any applicable Operating Agreement.

Notc: Prepared by: Kenneth M. Meyer, P.A. -Attorney at Law
6991 W. Broward Blvd. Suite 114, Plantation, Florida 33317
Telephone No. (954) 382-1545
Florida Bar No. 322806

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TALLAHASSEE, FLORIDA

ARTICLE IV

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

Florida Sun Rose, Inc., a Florida corporation
C/O Kenneth M. Meyer, Esq.,
6991 W. Broward Blvd., Suite 114
Plantation, Florida 33317

ARTICLE V

This limited liability company is organized for the purposes of investing in real estate as well as other related activities. The purposes of the Company shall not be extended by implication or otherwise except by written amendment of this Agreement.

ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by the unanimous vote of the members.

ARTICLE VII

On the death, retirement, resignation, expulsion, bankruptcy of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the limited liability company shall not be dissolved.

ARTICLE VIII

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE IX

The limited liability company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified in Article III.
2. The unanimous vote of the members.

ARTICLE X. INDEMNIFICATION

The limited liability company shall indemnify and hold harmless the manager and its members from and against any and all claims and demands whatsoever to the fullest extent permitted by law.

RECEIVED
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TALLAHASSEE, FLORIDA

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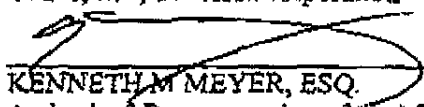
ARTICLE XI

These Articles, except with respect to vested rights of the members may be amended at any time by a unanimous vote of all of the members entitled to vote and such amendment shall be filed with the Florida Department of State.

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 8th day of July 2004.

MEMBERS:

Florida Sun Rose, Inc., a Florida corporation
and
Starus, Inc., a Florida corporation


KENNETH M MEYER, ESQ.

Authorized Representative of the Members
specified above

ADDRESSES:

both c/o Kenneth M. Meyer, Esq.
6991 W. Broward Blvd., Suite 114
Plantation, Florida 33317

6991 W. Broward Blvd, Suite 114
Plantation, FL 33317

In accordance with Section 605.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT OF DESIGNATION OF THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

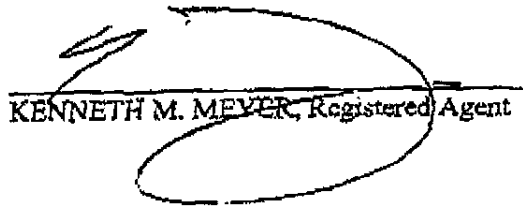
1. The name of the limited liability Company is: FNI DEVELOPMENTS, L.L.C.
2. The name and address of the registered agent and Office is:

KENNETH M. MEYER, ESQ.
(NAME)

6991 W. Broward Blvd., Suite 114
(P O. BOX NOT ACCEPTABLE)

Plantation, Florida 33317
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated
limited liability company at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the property and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.*


KENNETH M. MEYER, Registered Agent

July 8, 2004

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