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TALLAHASSEE, FLORIDA

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UNITED STATES
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Asbury Hill Partners, LLC

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other LLC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
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Empire Toll Free: 1-800-432-3028

ARTICLES OF ORGANIZATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming organized under the laws of the State of Florida, Chapter 608, and petition the Secretary of State for approval of such organization under the following proposed Articles of Organization.

FILED
JUL 22 2002
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Limited Liability Company shall be *Asbury Hill Partners, LLC*.

ARTICLE II

Purpose

The purpose for which this Limited Liability Company is organized is as follows:

To engage in all activities not unlawful under the laws of the United States and the State of Florida.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

To lend money to, and use its credit to assist its manager(s) and employees in accordance with the laws of the State of Florida.

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign organizations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the organization may determine, issue its notes, bonds, and other obligations, and secure any of

its obligations by mortgage or pledge of all or any of its property, franchise, and income.

To lend money for its organizational purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

To elect or appoint managers of the organization and define their duties and fix their compensation.

To make and alter By-Laws, not inconsistent with its Articles of Organization or with the laws of this State, for the administration and regulation of the affairs of the Limited Liability Company.

To make donations for the public welfare or charitable, scientific, or educational purposes.

To transact any lawful business which the manager(s) shall find will be in aid of governmental policy.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for all or any part of its manager(s).

To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE III

Principal Office

The mailing address and the street address of the initial principal office of the Limited Liability Company shall be 13469 William Meyer Court, Palm Beach Gardens, Florida 33410.

ARTICLE IV

Management of Affairs

The affairs of the Limited Liability Company are to be managed by one (1) or more managers. The initial manager, and his address, is listed below. The Limited Liability Company is a manager-managed company.

The name and address of the individual who is to serve as the initial manager member is **Ellena Calabria**, 13469 William Meyer Court, Palm Beach Gardens, Florida 33410.

ARTICLE V
Registered Agent

The Registered Agent for this Limited Liability Company shall be **Gerald R. Pumphrey, Esq.** The Registered Office of the Limited Liability Company shall be 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410.

In Witness Whereof, the undersigned subscribing incorporator has hereunto set his hand and seal, this 19 day of July, 2004, for the purpose of forming this Limited Liability Company.


Ellena Calabria
Ellena Calabria
Manager/Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

State of New Jersey
County of Bergen

19th The foregoing instrument was acknowledged before me this day of July, 2004, by Ellena Calabria, who is personally known to me, or has produced Driver's License (type of i.d.) as identification.



Witness my hand and official seal in the County and State last aforesaid this 9th day of July, 2004.

Jennifer Parkinson
Notary Public
My Commission Expires: 6/13/2006

(Seal)

JENNIFER PARKINSON
Printed Name of Notary

**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of Article 608, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is:

Asbury Hill Partners, LLC

2. The name and address of the Registered Agent and his address is: Gerald R. Pumphrey, Esq., 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410

Signature: Ellena Calabria
Ellena Calabria

Date: July 19, 2004

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Gerald R. Pumphrey
Gerald R. Pumphrey, Esq.

Date: 7/19, 2004

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