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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 JUL 28 P 3:40

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Law Offices of
JOEL R. LAVENDER, P.A.
507 Southeast 11th Court
Fort Lauderdale, Florida 33316

(954) 522-5101

Fax (954) 523-1221

July 26, 2004

Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: **Articles of Organization for Florida Limited Liability Company-WHIPPLE TREE HOLDINGS, LLC.**

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Organization for Florida Limited Liability Company for the above named corporation, along with my check in the amount of \$125.00 for the filing of same. Kindly, return a filed copy of said articles.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


JOEL R. LAVENDER, ESQ.

JRL:sls
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I - Name:

The name of the Limited Liability Company is: WHIPPLE TREE HOLDINGS, LLC.

Article II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1499 N.E. 32 Street
Oakland Park, Florida 33334

Article III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

Article IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Mark Noel 1499 Northeast 32nd Street
Oakland Park, Florida 33334

Jayne Elliott 1499 Northeast 32nd Street
Oakland Park, Florida 33334

Article V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined by a majority ownership interest in the Limited Liability Company.

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CLERK OF CIRCUIT COURT
FLORIDA
THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR THE COUNTY OF PALM BEACH

Article VI - Members Rights to Continue Business:

The remaining members of the Limited Liability Company shall have the right to continue to the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.



Signature of a member or an authorized representative of a member.

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

JOEL R. LAVENDER, ESQ.
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FL

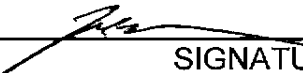
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: WHIPPLE TREE HOLDINGS, LLC.
2. The name and the Florida street address of the registered agent are:

Joel R. Lavender, Esq.
507 S.E. 11th Court
Fort Lauderdale, Florida 33316

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

Filing Fee: \$35 for Designation of Registered Agent

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CLERK OF DISTRICT COURT
FLORIDA