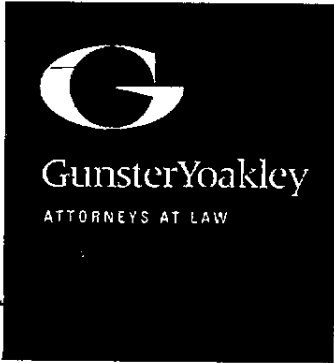
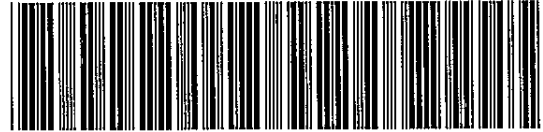


L04000056734



Avron C Rifkin  
Attorney at Law

Gunster, Yoakley & Stewart, P.A.  
800 S.E. Monterey Commons Boulevard  
Suite 200  
Stuart, FL 34996-3346  
(772) 288-1980 • Fax: (772) 288-0610  
e-mail: arifkin@gunster.com  
www.gunster.com



300032437033

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

07/30/04--01019--023 \*\*310.00

FILED  
2004 JUL 29 P 4:25  
TALLAHASSEE FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
of not ledgement	DCC
Verifier	DCC

Office Use Only

#125  
30



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 23, 2004

AVRON C. RIFKIN  
GUNSTER YOAKLEY  
800 SE MONTEREY COMMONS BLVD., SUTE 200  
STUART, FL 34996-3346

SUBJECT: ATLANTIC PACIFIC LLC  
Ref. Number: W04000028371

We have received your document for ATLANTIC PACIFIC LLC and your check(s) totaling \$129.86. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please sign and return your check along with this document in order to complete your filing.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 304A00046722

**ARTICLES OF ORGANIZATION**  
**OF**  
**ATLANTIC PACIFIC LLC**

**THE UNDERSIGNED HEREBY CERTIFY** that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company. The effective date of these Articles shall be July 14<sup>th</sup>, 2004.

**1. NAME:** The name of the limited liability company shall be ATLANTIC PACIFIC LLC, and its principal place of business shall be in the County of Martin, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**2. PURPOSES AND POWERS:** The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- (a) To engage in any activity or business authorized under the Florida Statutes.
- (b) To buy, sell, exchange, trade real property, including 1031 exchanges, vehicles, boats of all sizes, and to buy sell, exchange negotiable instruments, stocks, bonds, options, bank instruments, financial instruments and, in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things therein set forth to the same extent as a natural person might or could do.
- (c) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- (d) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- (e) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop,

FILED  
SECRETARY OF STATE  
2004  
JUL 14 2 25 PM  
TALLAHASSEE, FLORIDA

improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

(g) The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

**3. LIMITED LIABILITY COMPANY POWERS:** All limited liability company powers and the business and affairs of this limited liability company shall be exercised by its manager(s). This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**4. DURATION:** This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**5. MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS:** The mailing address and the initial principal place of business of this limited liability company shall be 603 N. Federal Highway, Stuart, Florida 34994.

**6. MANAGEMENT:** This limited liability company shall be initially managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successors is elected and qualified is as follows:

LYLY LETHI

603 N. Federal Highway  
Stuart, Florida 34994

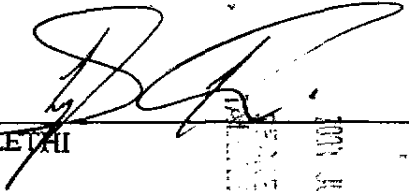
**7. INITIAL REGISTERED OFFICE AND REGISTERED AGENT:** The address of the initial registered office of the limited liability company is 603 N. Federal Highway, Stuart, Florida 34994, and the name of its initial registered agent at such address is STEVAN F. BRUEHL.

(b) A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

(c) Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

**THE UNDERSIGNED**, being the original member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of ATLANTIC PACIFIC LLC.

**EXECUTED** by the undersigned at Stuart, Florida on July 14<sup>th</sup>, 2004.



---

LYLY LETHI

JUL 29 P 4:25

**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 in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the limited liability company is: ATLANTIC PACIFIC LLC.
- 2. The name and address of the registered agent and office is:

STEVAN F. BRUEHL

603 N. Federal Highway  
Stuart, Florida 34994

2004 JUL 29 P 4: 25  
 SECRETARY OF  
 THE TREASURY

FILED

**ACKNOWLEDGMENT**

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.

Dated: July 14, 2004.

*Stevan F. Bruehl*  
 \_\_\_\_\_  
 STEVAN F. BRUEHL