

Division of Corporations

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Florida Department of State  
Division of Corporations  
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From:

Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561) 842-3000  
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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Allied Capital and Development of South Florida, LLC**

Certificate of Status	1
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Page Count	03
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION  
OF  
ALLIED CAPITAL AND DEVELOPMENT OF SOUTH FLORIDA, LLC**

**THE UNDERSIGNED** certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I - NAME**

The name of the limited liability company shall be **ALLIED CAPITAL AND DEVELOPMENT OF SOUTH FLORIDA, LLC** (The "Company").

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the Company or Florida law.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the Company shall be 3300 PGA Boulevard, Suite 330, Palm Beach Gardens, Florida 33410.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Roger C. Stanton,

**ARTICLE V - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the state of Florida.

Roger C. Stanton, Esq., FBN 0066303  
Ward, Damon & Posner, P.A.  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 Fax

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**ARTICLE VI - MANAGEMENT**

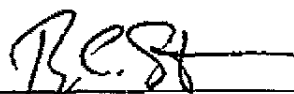
The Company shall be managed by a manager or managers who shall be named at the organizational meeting of the Company.

**ARTICLE VII - MEMBERS**

Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

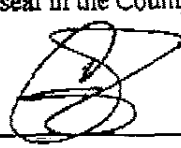
DATED this 17<sup>th</sup> day of August, 2004

  
Roger C. Stanton  
Authorized Representative

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roger C. Stanton to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 2004.

  
Sign  
Notary Public



Roger C. Stanton, Esq., FBN 0066303  
Ward, Damon & Posner, P.A.  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 Fax

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**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF ORGANIZATION**

Having been named to accept service of process for **ALLIED CAPITAL AND DEVELOPMENT OF SOUTH FLORIDA, LLC** at the initial registered office of the Company in this State designated in its Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Section 608.4155 Florida Statutes.

Date: The 17<sup>th</sup> day of August, 2004

  
\_\_\_\_\_  
Roger C. Stanton

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