

OCT. 7. 2004 2:09PM

GRANT, FRIDKIN ET AL

NO. 3217

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Twelve Palms Investments, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
TWELVE PALMS INVESTMENTS, LLC**

**ARTICLE I**

**NAME AND ADDRESS**

The name of this Limited Liability Company shall be **Twelve Palms Investments, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 808 Brickell Key Drive, Suite 2206, Miami, Florida 33131.

**ARTICLE II**

**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

**ARTICLE III**

**DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall **Timothy Athey, 808 Brickell Key Drive, Suite 2206, Miami, Florida 33131.**

**ARTICLE IV**

**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by a manager appointed by the Members. The initial Manager shall be Timothy Athey.

**ARTICLE V**

**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by

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the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### ARTICLE VI

##### **RIGHT TO CONTINUE BUSINESS OF COMPANY**

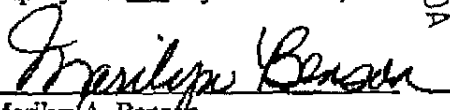
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

#### ARTICLE VII

##### **AMENDMENTS**

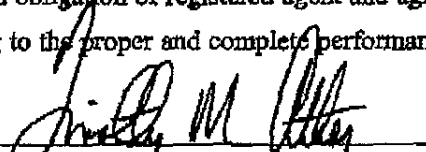
These Articles may be amended from time to time by the written consent of all Members of the Company.

WITNESS, the hand of the Member of the Company this 6<sup>th</sup> day of October, 2004.

  
Marilyn A. Benson

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Twelve Palms Investments, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

  
Timothy Athey

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