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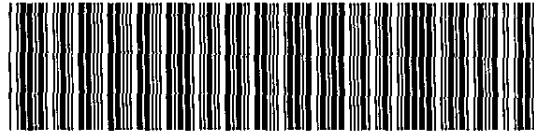
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2004 DEC 15 AM 11:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BROWN DEC 16 2004

**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is:

ATLANTIC REAL ESTATE COMPANY, LLC.

ARTICLE II - ADDRESS.

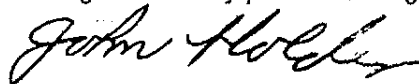
The mailing address and street address of the principal office of the Limited Liability Company is: 7800 SAND LAKE ROAD #224 ORLANDO, FL, 32819

ARTICLE III - REGISTERED AGENT.

The name and the Florida street address of the registered agent are:

Complete Business Solutions, Inc.
1805 Canova St #2
Palm Bay, FL 32909

Having been named as registered agent and to accept service of process for the above named 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agents Signature

ARTICLE IV - MANAGEMENT.

The company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

DAVID JOHN BRILEY 7800 SAND LAKE ROAD #224 ORLANDO, FL, 32819

THERESA BRILEY 7800 SAND LAKE ROAD #224 ORLANDO, FL, 32819

SAMANTHA ROWSWELL 7800 SAND LAKE ROAD #224 ORLANDO, FL, 32819

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ARTICLE V - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS.

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his interest only as set forth in the regulations of the company.

ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS.

The unanimous approval of the remaining members is required to continue the business 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 this limited liability company.

ARTICLE VIII - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members, or as provided in the regulations.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization on the 11TH DAY OF DECEMBER, 2004

By: Atlantic Real Estate Company, LLC.

Print Name: David Briley

Samantha Rowsell

As its: Members

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MEMBERS' ACTION BY WRITTEN CONSENT

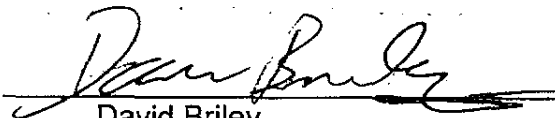
Pursuant to the authority of Chapter 608 of the Florida Statutes, the undersigned, being the Members of T ATLANTIC REAL ESTATE COMPANY, LLC, a Florida limited liability company, (hereinafter referred to as the "Corporation") do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

RESOLVED, that the Corporation elect to be treated as a partnership for income tax purposes, subject to receipt of written consent to such election by all Members; and it was further

RESOLVED, that the Manager is hereby authorized and directed to take any and all action necessary or desirable to comply with all requirements of the Internal Revenue Service for making said election.

Dated: _____

12/11/04



David Briley
Member

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