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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BREVARD RIVERFRONT LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JUDY MILLER
(Name of Person)

REAL ESTATE FINANCE & INVESTMENTS
(Firm/Company)

PO Box 6885
(Address)

SAN RAFAEL, CA 94903
(City/State and Zip Code)

For further information concerning this matter, please call:

JUDY MILLER at (415) 446-7350
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
 Registration Section
 Division of Corporations
 409 E. Gaines Street
 Tallahassee, Florida 32399

MAILING ADDRESS:
 Registration Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

VIA DHL

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BREVARD RIVERFRONT LLC

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

454 LAS GALLINAS AVE # 171
SAN RAFAEL, CA 94903

PO BOX 6885
SAN RAFAEL, CA 94903

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

JUDITH S. MILLER - ATT AT LAW
Name

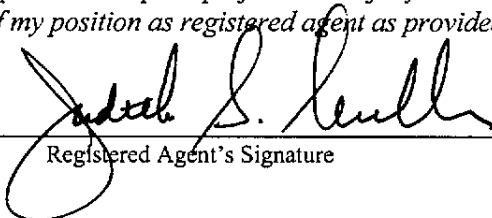
FLORIDA
OFFICE
ADDRESS :

504 SOUTH SHANNON AVENUE

Florida street address (P.O. Box NOT acceptable)

MELBOURNE BEACH FL 32951
City, State, and Zip

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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

JUDY MILLER
PO BOX 6885
SAN RAFAEL, CA 94903

(Use attachment if necessary)



ARTICLE V. THE EFFECTIVE DATE IS HEREBY REQUESTED AS DECEMBER 17, 2004.

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

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

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

JUDY MILLER

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

*\$160 enclosed
for all of these
items.*

Thank you.