

Division of Corporations

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**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY
WHALEPOND MANAGEMENT GROUP LLC**

Certificate of Status	1
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H040002548263**ARTICLES OF ORGANIZATION****OF****WHALEPOND MANAGEMENT GROUP LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. NAME

The name of the Company is:

WHALEPOND MANAGEMENT GROUP LLC

2. PERIOD OF DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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H040002548263**4. MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the

Company is: **1909 Tyler Street, Suite 600, Hollywood, FL 33020.**

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the

Company is: **Joseph Betesh
1909 Tyler Street, Suite 600
Hollywood, FL 33020**

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

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7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by Managers. The names and addresses of such Managers who are to serve as Managers until the first annual meeting of members or until their successors are elected and qualified are:

Joseph Betesh
1909 Tyler Street, Suite 600
Hollywood, FL 33020

Abe Saada
1621 S. 21st Avenue
Hollywood, FL 33020

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her

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interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of the Member's contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION OR TO REGULATIONS**

Pursuant to Sections 608.411(1) and 608.423(1) of the Act, the Members of the Company may adopt, alter, amend or repeal any provision of the Articles of Organization and any regulations upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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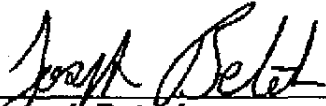
12. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles

is:

Joseph Betesh
1909 Tyler Street, Suite 600
Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these
Articles of Organization this 30 day of December, 2004.



Joseph Betesh
Authorized Representative

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H04000254826 3**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 **WHALEPOND MANAGEMENT GROUP LLC**
2. The name and address of the registered agent and office is:

Joseph Betesh
1909 Tyler Street, Suite 600
Hollywood, FL 33020

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.


Joseph Betesh
Registered Agent

Dated: December 30, 2004

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