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STEVEN D. RUBIN
ATTORNEY AT LAW
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COMPSON FINANCIAL CENTER
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

BOARD CERTIFIED:
REAL ESTATE LAW

TELEPHONE (561) 391-7992
FAX (561) 347-0828

January 4, 2005

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

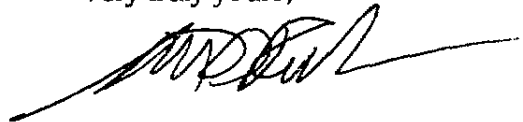
Re: Northlake Cove, LLC

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Organization for Northlake Cove, LLC along with my check in the amount of \$160.00 for the filing fee. Please file the Articles and return a Certified Copy and Certificate of Status.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Steven D. Rubin

SDR/mjh
enclosures
cc: Mr. Stephen E. Gravett

ARTICLES OF ORGANIZATION OF
NORTHLAKE COVE, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company (hereinafter referred to as "Company").

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Company shall be NORTHLAKE COVE, LLC and its principal office shall be located at 1300 N. W. 17th Avenue, Suite 255, City of Delray Beach, County of Palm Beach, State of Florida 33445, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liabilities companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth

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in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of the contracts.

5. To exercise all or any of the Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprises in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of *limited liability companies for profit*.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the

furtherance of any of the powers herein set forth in the Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, *provided the same shall not be inconsistent with the laws of the State of Florida.*

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. *They shall be regarded as independent purposes and powers.*

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a Company may not, under Florida laws, lawfully carry on, exercise, or do, or which is in any way in contravention of the Company's Operating Agreement.

ARTICLE III

EXERCISE OF POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the manager of this Company. This Article may be amended from time to time as *provided in the Operating Agreement* of the Company or by a unanimous vote of the members of the Company.

ARTICLE IV

MANAGEMENT

This Company shall be a manager-managed Company by one (1) manager. The name

and address of the individual who shall serve until otherwise provided in the Company's Operating Agreement is as follows: Stephen E. Gravett, 1300 N. W. 17th Avenue, Suite 255, Delray Beach, Florida 33445.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members and contributions required of new members shall be determined as provided in the Company's Operating Agreement.

A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Company's Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrences of any other event that terminates the continued membership of a member in the Company, the right to continue the business shall be upon unanimous consent of such remaining members, or as provided in the Company's Operating Agreement.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for investment purposes, as determined by unanimous consent of the members of the Company or the Company's Operating Agreement.

ARTICLE VII

PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company business that remain after the payment of the expenses of

conducting the business of the Company, as provided in the Company's Operating Agreement.

2. Losses. All losses that occur in the operation of the Company business shall be paid out of the capital of the Company and the profits of the business, or, if such sources are insufficient to cover such losses, in accordance with the Company's Operating Agreement.

ARTICLE VIII

DURATION

This Company shall exist until a date not to exceed 30 years from the date of filing with the Department of State, or until dissolved in a manner provided by law, or as provided in the Company's Operating Agreement adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 1300 N. W. 17th Avenue, Suite 255, Delray Beach, Florida 33445, and the name of the Company's initial registered agent at such address is Stephen E. Gravett.

ARTICLE X

MEMBERS

The Company shall have two (2) members initially. The names and addresses of the members are: Stephen E. Gravett, 1300 N. W. 17th Avenue, Suite 255, Delray Beach, Florida 33445 and Young Investment Company, a Nevada General Partnership, 4001 South Decatur Boulevard, Suite 37-314, Las Vegas, Nevada 89103. Unless otherwise stated in the Company's Operating Agreement, Stephen E. Gravett shall have a forty percent (40%) membership interest in the Company; and Young Investment Company, a Nevada General Partnership, shall

have a sixty percent (60%) membership interest in the Company.

ARTICLE XI

EFFECTIVE DATE

The effective date of the Company's existence shall be at the time of the filing of these Articles with the Secretary of State.

The undersigned, being an original member of the Company, certifies that the foregoing constitutes the Articles of Organization of NORTHLAKE COVE, LLC, and under penalties of perjury, that the facts herein are true.

Executed by the undersigned at Boca Raton, Florida on this 31st day of Dec., 2004.


STEPHEN E. GRAVETT, Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 31st day of Dec., 2004, by Stephen E. Gravett who
(please check one)

☒ is (are) personally known to me OR


☐ has (have) produced _____ as identification and he/she/they

(please check one)

☒ did take an oath

☐ did not take an oath

My Commission Expires


Notary Public



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company ("Company") identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the Company is NORTHLAKE COVE, LLC.

The name of the registered agent for NORTHLAKE COVE, LLC is Stephen E. Gravett, and the street address of the Company's principal office where the agent is located is 1300 N. W. 17th Avenue, Suite 255, Delray Beach, Florida 33445.

This statement is to acknowledge that, as indicated above, NORTHLAKE COVE, LLC has appointed me, Stephen E. Gravett as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this 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 the position as registered agent.

Dated: 12-28-04


STEPHEN E. GRAVETT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 28th day of Dec, 2003, by Stephen E. Gravett, who
(please check one)
☒ is (are) personally known to me OR
_____ has (have) produced _____ as identification and he/she/they

(please check one)

☒ did take an oath
☐ did not take an oath

My Commission Expires

Carol Liberman
Notary Public

