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R. Earl Warren, PR

941)474-7769

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Account Number : 076650000175  
Phone : (941)474-7768  
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DEC 28 2004

**LIMITED LIABILITY COMPANY**

**Cozy Homes of Southwest Florida, L.L.C.**

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## ARTICLES OF ORGANIZATION

### OF

## COZY HOMES OF SOUTHWEST FLORIDA, L.L.C.

We, the undersigned, all being of full age, do hereby associate ourselves together for the purpose of forming and organizing a limited liability company under the provisions of the Limited Liability Companies Laws of the State of Florida, and we hereby adopt and declare the following Articles of Organization covering the existence and organization of this limited liability company.

### ARTICLE I - COMPANY NAME

The name of this limited liability company shall be COZY HOMES OF SOUTHWEST FLORIDA, L.L.C.

### ARTICLE II - POWERS & PURPOSES

The general nature of the business to be transacted and conducted by this limited liability company shall be as follows:

(a) To acquire, erect, construct, maintain, sell, transfer and dispose of houses, duplexes, condominiums, apartment houses, apartment buildings, hotels and all other types of buildings every kind and description and to do any and all acts and things necessary, convenient, expedient, ancillary to in aid to the accomplishment of the foregoing.

(b) To sell, assign, lease and deal in real and personal property in every name and nature including real estate of others, whether individuals, partnerships, limited liability companies or corporations, for commissions and other consideration.

(c) To engage in the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real, personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

**This Instrument Prepared By:**

R. Earl Warren, 359 W. Dearborn St.;  
Englewood, FL 34223; Telephone: (941) 474-7768;  
FL Bar No.: 084975

(d) To own, hold, buy, sell, mortgage, pledge and otherwise exercise all acts of ownership over all kinds and classes of

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property, real and personal, intangible and mixed, wheresoever situate, including stocks, bonds or other securities, issued by any firm, person, corporation or association.

(e) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, dispose of, exchange, transfer, pledge or mortgage, guarantee, deal in and loan, or borrow money upon, all kinds and forms of securities, shares of capital stock, scrip, bonds, coupons, debentures, trust certificates, certificates of interest, warrants of all kinds, and interim receipts and certificates issued or created by, or claims against, any association, corporation, joint stock company, trust or association, public or private, wherever or however organized or created; and while the holder or owner of any such shares of capital stock or securities, to possess and exercise, in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory, county, or municipality therein, and by any foreign state, nation, government or municipality, or other political subdivision thereof.

(g) To acquire or become interested in any securities, property or rights, by subscription, underwriting, participating in syndicates or otherwise, and to enter into contracts, either alone or with others, for the purchase, issuance and sale of any securities, property or rights, and to act as manager of any underwriting or purchasing or selling syndicate.

(h) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation or reorganization of limited liability companies, corporations, partnerships or associations engaged in any lawful business enterprise.

(i) To make, enter into and carry out any arrangements which may be deemed to be for the benefit of this company, with any limited liability company, corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any limited liability company, corporation, association or organization of any kind, domestic or foreign, for any such purpose.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, bonds, warrants and other negotiable or transferable instruments, to borrow money for the purpose of this company, with or without security, and to mortgage,

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pledge, encumber in any manner, and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligations of this company, any assets which this company may own or acquire; and to issue bonds, notes, debentures or other obligations to evidence such indebtedness, and to secure the same by pledge or mortgage of the whole or any part of the property of this company.

(k) To lend money on time or call and with or without collateral security, and to give credit to individuals, companies, corporations, associations or co-partnerships, and to municipalities, states, governments or any political subdivision thereof, and to realize upon any property taken by this company as collateral security for any loans.

(l) To cause or allow the legal title, and/or any estate, right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by this company, to remain or to be vested or registered in the name of, or operated by, any person, firm, company, association or corporation, domestic or foreign, formed or to be formed, either upon trust for or as agents or nominees of this company, or upon any other proper terms or conditions which the members may consider for the benefit of this company.

(m) To undertake, conduct, assist, promote and participate in every kind of commercial, industrial, agricultural, manufacturing mercantile or mining enterprise, business, undertaking, venture or operation in any state, territory, dependency or colony of the United States of America or its insular possessions, or in the District of Columbia, or in any foreign country.

(n) To act as agent or representative (other than fiscal or transfer agent) of individuals, companies, partnerships, associations or corporations, and, as such, to manage, develop and extend their business or to aid any lawful enterprise.

(o) To have one or more offices, to carry on all or any part of its operations and businesses, without restriction or limit as to amount, in any or all of the states, districts, territories or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, company, association, corporation or state.

(p) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange or otherwise dispose of and deal in real estate and personal property of every class and description, subject however, to the laws of such states, districts, territories, or countries where the same may be located.

(q) To act in all capacities as representative and/or agent, both general and special, as salesman, solicitor, and/or broker for insurance companies, corporations and associations of any and all kinds; and as such representative and/or agent, to represent local offices, employ

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salesmen, solicit, sell and adjust losses for insurance of all kinds, in the operation, pursuit and furtherance of said aforesaid representation and/or agency.

(r) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

(s) To erect, construct and build houses and residences including all outbuildings appurtenant, desirable or useful in connection therewith, and structures of all types, for residential, business, industrial or commercial use, and to lease, rent, sell and finance the construction thereof, and to that end to enter into any negotiations, commitments or contracts with any other person, firm company, or corporation, or any political subdivision or governmental unit, including cities, counties, the State of Florida, or any agency thereof, and the United States of America or any agency or governmental unit thereof.

(t) To apply for, obtain, register, lease, purchase or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trademarks, tradenames, patents, copyrights, formulas, with or secured under letters patent of the United States of America, or elsewhere, or otherwise; to use, exercise, develop, grant licenses in respect to, or otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights; and, further, to purchase, acquire, apply for, register, secure, hold, own or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(u) To carry on any other business, whether manufacturing or otherwise, which may seem to this company capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or render profitable any of this company's property or rights.

(v) To have any and all powers granted to limited liability companies of this class statute in the State of Florida, whether same be set forth hereinabove or not.

### ARTICLE III - CAPITAL CONTRIBUTIONS

(a) The initial capital contributions of the members shall be paid no later than thirty (30) days following acceptance for filing of these Articles of Organization by the Florida Secretary of State by depositing such moneys with this company. Said contributions shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation

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to be fixed by this company.

(b) Robert M. Albertsen shall not make an initial contribution to the capital of this company. He shall devote his full time and attention to the company business, and shall be entitled to receive thirty-four (34%) percent of the company profits, and shall bear thirty-four (34%) percent of the company losses. In no event, however, shall he be charged with a share of company losses except to the extent of his interest in company capital. In order to establish and maintain a capital account, Robert M. Albertsen shall, in every year in which the company has a profit, contribute to the company capital an amount equal to thirty-four (34%) percent of his share of company net profits, until his capital account equals those of the other members.

(c) If this company's funds are insufficient to meet its operating expenses, the members shall make additional capital contributions, in the same proportions in which they share net profits. Otherwise, no member shall be required to make any additional capital contribution. If the company requires additional capital, each member shall have the option to contribute that portion of the required additional capital as his original capital contribution bears to the original capital contribution of all the members. No interest shall be paid on the initial contributions to the capital of the company or on any subsequent contributions of capital. The amount of additional capital required by the company business and the periods during which such additional capital shall be retained by the company shall be determined by the managing members.

(d) No member shall have the right to withdraw any part of his original capital contribution without the consent of all other members. If such consent is granted, then each member shall have the right to withdraw the same percentage of his original capital contribution.

(e) A separate capital account shall be maintained for each member. If the capital account of a member becomes impaired, his share of subsequent company profits shall be first credited to his capital account until that account has been restored, before such profits are credited to his income account. Upon the demand of a majority of the members, the capital accounts of the members shall be maintained at all times in the proportions in which the members share in the profits and losses of the company.

#### ARTICLE IV - PROFIT & LOSS

(a) The net profits of the company shall be divided between the members and the net losses shall be borne by the members on the following basis:

(1) Fifteen (15%) percent of the net earnings to the respective capital accounts of

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the members in proportion to their interests in the capital of the company as set forth in Article III above.

(2) The remaining net earnings shall then be divided between the members as follows:

Robert M. Albertsen	34%
Karen A. Thomas	33%
Vladimir Voronin	33%

(b) A separate income account shall be maintained for each member. Except as provided above, company profits and losses shall be charged or credited to the separate income account of each member. If a member has no credit balance in his income account, losses shall be charged to his capital account, except as provided above.

(c) Any net losses shall first be applied to the income accounts of the respective members as set forth in Subparagraph (a)(2) hereof. Any net losses still remaining shall then be applied to the capital accounts of the members as set forth in Subparagraph (a)(2). above; but subject to the limitation on the Robert M. Albertsen capital account set forth in Article III, Paragraph (b) above.

(d) The members shall receive such salaries and/or draws for services rendered to the company as the majority of the members shall from time to time determine. Each member may, from time to time, withdraw the credit balance in his income account. No additional share of profits shall inure to any member by reason of his capital or income account being in excess of the capital or income account of the other.

#### **ARTICLE V - INITIAL CAPITAL**

The amount of capital with which this company shall begin business shall be \$15,000.00.

#### **ARTICLE VI - DURATION**

The period of duration for this company is thirty (30) years unless sooner dissolved according to law.

#### **ARTICLE VII - PRINCIPAL OFFICE**

The registered office and principal place of business of this company shall be 17288

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O'Hara Drive, Port Charlotte, Florida 33948, and its mailing address will be the same, but it may move the principal office to any other address in Florida and have such other offices, agencies, and branches at such places throughout the world as may be determined by the members. The name of this company's initial registered agent at such registered office address is Robert M. Albertsen.

#### ARTICLE VIII - MANAGEMENT

(a) The company is to be managed by the members. Each managing member is identified as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Albertsen	17288 O'Hara Drive Port Charlotte, Florida 33948
Karen A. Thomas	111 Hicks Street; Apt. 5-Q Brooklyn, New York 11201
Vladimir Voronin	1956 Bayridge Avenue; Second Floor Brooklyn, New York 11204

(b) The members shall have equal rights in the management of the company business, and each member shall devote his entire time to the conduct of the business. No member shall, without the unanimous consent of the other members, endorse any note, or act as an accommodation party, or otherwise become surety for any person. Without the unanimous consent of the other members, no member shall on behalf of the company borrow or lend money, or make, deliver or accept any commercial paper, or execute any mortgage, security agreement, bond, or lease, or purchase or contract to purchase, or sell or contract to sell any property for or of the company other than the type of property bought and sold in the regular course of its business. No member shall, except with the unanimous consent of the other members, assign, mortgage, grant a security interest in, or sell his share in the company or in its capital assets or property, or enter into any agreement as a result of which any person shall become interested with him in the company, or do any act detrimental to the best interests of the company or which would make it impossible to carry on the ordinary business of the company.

(c) For the entire duration of the company's existence, Robert M. Albertsen shall serve as the President, and Chief Executive Officer of the company.

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#### ARTICLE IX - BOOKS & BANKING

(a) The company books shall be maintained at the principal office of the company, and each member shall at all times have access thereto. The books shall be kept on a calendar year basis, commencing January 1 and ending December 31, (except for short tax years required in the conduct of this business) and shall be closed and balanced at the end of each calendar year. An audit shall be made as of the closing date, if so authorized by the members.

(b) All funds of the company shall be deposited in its name in such checking account or accounts as shall be designated by the members at Charlotte State Bank, Port Charlotte, Florida. All withdrawals therefrom are to be made upon checks signed by any member.

#### ARTICLE X - NEW MEMBERS

A new member may not be admitted to membership in the company except upon the unanimous consent of all members at the time of such admission, and except upon the agreement of the new member to be bound by these Articles of Organization, and by such other terms and conditions as the members may require.

#### ARTICLE XI - VOLUNTARY TERMINATION

The company may be dissolved at any time by agreement of the members, in which event the members shall proceed with reasonable promptness to liquidate the business of the company. The company name shall be sold with the other assets of the business. The assets of the company business shall be used and distributed in the following order:

- (1) to pay or provide for the payment of all company liabilities and liquidating expenses and obligations;
- (2) to equalize the income accounts of the members;
- (3) to discharge the balance of the income accounts of the members;
- (4) to equalize the capital accounts of the members; and
- (5) to discharge the balance of the capital accounts of the members.

#### ARTICLE XII - RETIREMENT OF MEMBERS

(a) Any member shall have the right to retire from the company at the end of any calendar year. Written notice of intention to retire shall be served upon the other member at the

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office of the company at least three months before the end of the calendar year. The retirement of any member shall have no effect upon the continuance of the company business. The remaining member(s) shall have the right either to purchase the retiring member's interest in the company or to terminate and liquidate the company business. If the remaining member(s) elect to purchase the interest of the retiring member, they shall serve notice in writing of such election upon the retiring member at the office of the company within two months after receipt of his notice of intention to retire.

(b) If the remaining member(s) elect to purchase the interest of the retiring member in the company, the purchase price and method of payment shall be the same as stated in Article XI with reference to the purchase of a decedent's interest in the company.

(c) If the remaining member(s) do not elect to purchase the interest of the retiring member in the company, the members shall proceed with reasonable promptness to liquidate the business of the company. The procedure as to liquidation and distribution of the assets of the company business shall be the same as stated in Article XI with reference to voluntary termination.

(d) The retiring member shall not perform work for or make sales to any customer of the company and shall not disclose to any person, firm or corporation, the name or names of any of the customers of the company or any of its transactions, nor at any time use the company name by itself or in conjunction with his own name or otherwise, nor engage in the business stated in Article II, hereof in the Port Charlotte, Florida area for a period of one (1) year from the date of such retirement.

#### **ARTICLE XIII - DEATH OF MEMBERS**

(a) Upon the death of any member, the surviving members shall have the right either to purchase the interest of the decedent in the company or to terminate and liquidate the company business. If the surviving members elect to purchase the decedent's interest, they shall serve notice in writing of such election, within three months after the death of the decedent, upon the Personal Representative of the decedent, or, if at the time of such election no legal representative has been appointed, upon any one of the known legal heirs of the decedent at the last known address of such heir.

(b) If the surviving members elect to purchase the interest of the decedent in the company, the purchase price shall be equal to the decedent's capital account as at the date of his death plus the decedent's income account as at the end of the prior fiscal year, increased by his share of company profits or decreased by his share of company losses for the period from the beginning of the calendar year in which his death occurred until the end of the calendar month in

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which his death occurred, and decreased by withdrawals charged to his income account during such period. No allowance shall be made for goodwill, trade name, patents, or other intangible assets, except as those assets have been reflected on the company books immediately prior to the decedent's death; but the surviving members shall nevertheless be entitled to use the trade name of the company. The purchase price shall be paid without interest in four semiannual installments beginning six months after the end of the calendar month in which the decedent's death occurred.

(c) If the surviving members do not elect to purchase the interest of the decedent in the company, they shall proceed with reasonable promptness to liquidate the business of the company. The surviving members and the estate of the deceased partner shall share ratably in the profits and losses of the business during the period of liquidation, except that the decedent's estate shall not be liable for losses in excess of the decedent's interest in the company at the time of his death. No compensation shall be paid to the surviving members for their services in liquidation and distribution of the assets of the partnership business shall be the same as stated in Article XI with reference to voluntary termination.

#### ARTICLE XIV - INCAPACITY OF MEMBERS

If any member shall suffer a permanent disability, preventing the performance of his normal services to the company, he shall nevertheless be entitled to remain as a member for a period of one (1) year from the date of such cessation of services. However, should any member become disabled so as to be unable to attend to the affairs of the company for a period of six months, his share of the company profits and losses shall be reduced by one-half, beginning with the first day of the month following such period of six months, and the share of the other members shall be increased proportionately to absorb this reduction. Should the disability continue for a period of one year, the remaining members shall have the right either to purchase the interest of the disabled member or to dissolve and liquidate the company business. Notice of this election shall be served upon the disabled member, or upon his legal representative, if any is appointed, within 30 days after the expiration of the one year disability period. If the remaining members elect to purchase the interest of the disabled member, the purchase price and method of payment shall be the same as stated in Article XI of this Agreement.

#### ARTICLE XV - SUBSCRIBING MEMBERS

The name and post office address of the members subscribing these Articles of Organization are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Robert M. Albertsen	17288 O'Hara Drive Port Charlotte, Florida 33948
Karen A. Thomas	111 Hicks Street; Apt. 5-Q Brooklyn, New York 11201
Vladimir Voronin	1956 Bayridge Avenue; Second Floor Brooklyn, New York 11204

#### ARTICLE XVI - COMPANY REGULATIONS

The original Regulations of this company shall be made, prepared and adopted by the subscribers hereto by a majority vote thereof; thereafter, the said Regulations may be amended, changed, repealed or enlarged by a majority vote of the members present at any regular meeting or any special meeting called for such purposes.

#### ARTICLE XVII - MEMBERS MEETINGS

All meetings of the members may be held within or without the State of Florida, upon such call and notice as may be prescribed by the Regulations or by the members.

#### ARTICLE XVIII - COMPANY CONTRACTS

No contract or other transaction between this company and any corporation, whether or not a majority of the capital stock of the same shall be owned by this company, shall be affected or invalidated by reason of the fact that any one or more of the members of this company is or are interested in, or is a director or officer or are directors or officers, of such corporation, and any member(s), individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this company or in which this company is interested, and no contract, act or transaction of this company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any member(s) of this company is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a member this company is hereby relieved from any liability that might otherwise exist from thus contracting with this company for the benefit of himself or any firm, association or corporation in anywise

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### ARTICLE XIX - INDEMNIFICATION

This company shall indemnify and save harmless its members of and from any suits, actions or judgments arising out of their conduct of the affairs of this company, in which suit, action or judgment any liability shall be alleged or imposed upon any of this company's members, from any act done by any such members in behalf of this company; and this company further shall pay all costs, legal expenses, and any other charges that said members may incur in the defense of any claim, suit or action that may be instituted against said members in their individual capacity; it being the purpose and intent that this company shall save its members harmless from any action taken by them in its behalf.

### ARTICLE XX - ARBITRATION

Any controversy or claim arising out of or relating to this contract, or the breach thereof, shall be settled by arbitration in accordance with the rules, then obtaining, of the American Arbitration Association, and judgment upon the award rendered may be entered in any court having jurisdiction thereof.

### ARTICLE XXI - AMENDMENT

These Articles of Organization may be amended from time to time by written agreement between all the members.

IN WITNESS WHEREOF, We, the subscribing members named above, have hereunto set our hand and seal this 27<sup>th</sup> day of December, 2004. 5  
*January*

Robert M. Albertsen

Karen A. Thomas

Vladimir Voronin

NATALIE SOTNIKOVA  
Notary Public, State of New York  
No. 01800081450  
Qualified in Kings County  
Commission Expires 12/31/2006

NATALIE SOTNIKOVA  
Notary Public, State of New York  
No. 01800081450  
Qualified in Kings County  
Commission Expires 12/31/2006

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA       )  
                                      )  
COUNTY OF SARASOTA    )

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Robert M. Albertsen who produced a Florida driver's license or other satisfactory proof for identification or who is to me well known and known to me to be the person described in and who subscribed the foregoing Articles of Organization of COZY HOMES OF SOUTHWEST FLORIDA, L.L.C. and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Englewood, Sarasota County, Florida, this 27<sup>th</sup> day of December, 2004.

*January*



**Bernice E. Weir**  
Commission # DD308388  
Expires April 7, 2008  
Bonded Title Plan - Insurance, Inc. 800-384-7019

*Bernice E. Weir*  
\_\_\_\_\_  
Notary Public

My Commission #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF NEW YORK     )  
                                      )  
COUNTY OF KINGS       )

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Karen A. Thomas and Vladimir Voronin each of whom produced a Florida driver's license or other satisfactory proof for identification or who are to me well known and known to me to be the persons described in and who subscribed the foregoing Articles of Organization of COZY HOMES OF SOUTHWEST FLORIDA, L.L.C. and they acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Brooklyn, New York, Kings County, Florida, this 31<sup>st</sup> day of December, 2004.

*[Signature]*  
\_\_\_\_\_  
Notary Public

My Commission #: **NATALIE SOTNIKOVA**  
Notary Public, State of New York  
My Commission Expires: **No. 01800061450**  
Qualified in Kings County  
Commission Expires 10/07/06

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Section 608.415, Florida Statutes, the following is submitted, in compliance with the Limited Liability Companies Act:

First -- That COZY HOMES OF SOUTHWEST FLORIDA, L.L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at 17288 O'Hara Drive, Port Charlotte, FL 33948, has named Robert M. Albertsen, located at 17288 O'Hara Drive, Port Charlotte, FL 33948, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office and to the proper and complete performance of my duties.

By: 

Robert M. Albertsen

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 FEB -1 AM 10:07

FILED

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