

FEB-09-05

3:40PM

Division of Corporations

FROM: Gary, Dytrych & Ryan, P.A.

Ryan, P.A.

P 001/004 F-375

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Florida Department of State
Division of Corporations
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Fax Number : (850)205-0383

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Account Name : GARY, DYTRYCH & RYAN, P.A.

Account Number : I19990000255

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

CAPRICE II, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION

FOR

CAPRICE II, LLC

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company is: CAPRICE II, LLC
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing and the street address of the principal office of the company is: 701 US HIGHWAY ONE, SUITE 402, NORTH PALM BEACH, FLORIDA 33408.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: JOHN W. GARY, III, 701 US HIGHWAY ONE, SUITE 402, NORTH PALM BEACH, FLORIDA 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted only upon the unanimous approval of the nontransferring members of the Company upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.
6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members.
7. Management of Company. The business of the Company shall be managed by one or more managers, and therefore is a manager-managed company. The name(s) and address(es) of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name(s)
Walter R. Lovejoy,
Manager

Address(es)
11235 Old Harbor Road
North Palm Beach, Florida 33408

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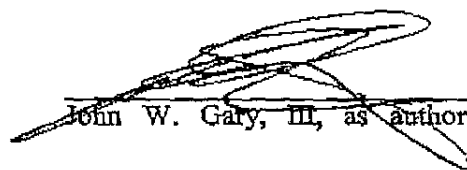
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CORPORATIONS

8. Operating Agreement of Company. The power to adopt, alter, amend or repeal the Operating Agreement of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. The Operating Agreement adopted by the Members or by the Manager(s) may be repealed or altered, a new Operating Agreement may be adopted by the Members, and the Members may prescribe in any Operating Agreement made by them that such Operating Agreement may not be altered, amended or repealed by the Manager(s).

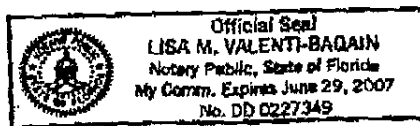
9. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

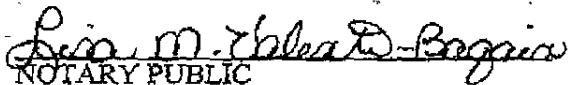
IN WITNESS WHEREOF, the undersigned member has hereunto set his hands and seals
this 9 day of Feb, 2005.


John W. Gary, III, as authorized agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9 day of February, 2005, by John W. Gary, III, who is personally known to me or who has produced as identification.




NOTARY PUBLIC
SERIAL NO.:
COMMISSION EXPIRES:

REGISTERED AGENT ACCEPTANCE

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.


John W. Gary, III

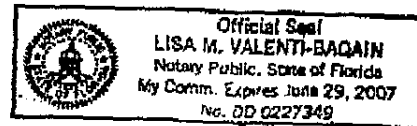
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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2 day of February, 2005, by John W. Gary, III who is personally known to me or who has produced _____ as identification.

Lisa M. Zbinden-Cogain
NOTARY PUBLIC
SERIAL NO.:
COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA

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