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From: Account Name : FAS-T CORP. AGENTS, INC.
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
PHASE III DEVELOPMENT, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
PHASE III DEVELOPMENT, LLC

Pursuant to the Florida Limited Liability Company Act, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such company:

Article I
NAME

The name of the limited liability company (herein the "Company") is: **PHASE III DEVELOPMENT, LLC.**

Article II
PRINCIPAL OFFICE

The mailing address and the principal office of the Company is: **411 N. U.S. 1, Second Floor, Fort Pierce, FL 34950.**

Article III
INITIAL REGISTERED AGENT AND OFFICE

The name and mailing address of the Company's initial Registered Agent for service of process in the State of Florida shall be: **Edward W. Becht, 321 South Second Street, Fort Pierce, Florida 34950.**

Article IV
EXISTENCE

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article VII
UNITS OF EQUITY OWNERSHIP

Section A: **Authorized Units of Equity Ownership:** The maximum number of units of equity

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ownership units the Company is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B: First Lien: The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C: Right to Redeem Units: With regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section D: Transfer of Units of Indebted Member: If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

Article VI
ORGANIZER/MEMBER

These Articles of Organization are executed this 10th day of February, 2005, by the following Member, or Members, or an authorized representative of a Member:

JOHN ZALKIN, Member

MILES ZALKIN, Member

JASON KAPLAN, Member

Article V
PURPOSE AND POWER

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, and without intending to limit the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own and dispose of real and personal property, and to do all other acts

incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
MANAGEMENT

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager(s) of the Company, who shall serve as such until his/their successor(s) is/are elected and shall be qualified are:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	JOHN ZALKIN 411 N. U.S. 1 Second Floor Fort Pierce, FL 34950

Article IX
INDEMNIFICATION

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact the such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgment, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member - Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of:

(1) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members,

(ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law,

(iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit,

(iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or

(v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made:

(i) by the Members of a majority vote of a quorum consisting of Members who were not parties to such actions, suit or proceeding;

or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change, restate or repeal any provisions, or all

provisions, contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

Signature of Member(s) or authorized representative of Member.

Dated this 10th day of February, 2005.

JOHN ZALKIN, Member

MILES ZALKIN, Member

JASON KAPLAN, Member

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 10th day of February, 2005, by JOHN ZALKIN who is personally known to me or who has produced Driver's License as identification and who did /did not x take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



Chary Lynn Colon
Commission # DD086574
Expires July 20, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Chary Lynn Colon
Print: Chary Lynn Colon
Title: Notary Public, State of Florida
My Commission expires:

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 10th day of February, 2005, by MILES ZALKIN who is personally known to me or who has produced Driver's License as identification and who did /did not x take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



Chary Lynn Colon
Commission # DD086574
Expires July 20, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Chary Lynn Colon
Print: Chary Lynn Colon
Title: Notary Public, State of Florida
My Commission expires:

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 10th day of February, 2005, by JASON KAPLAN who is personally known to me or who has produced Drivers License as identification and who did /did not x take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



Chary Lynn Colon
Commission # 00086374
Expires July 20, 2008
Bonded thru
Atlantic Bonding Co., Inc.

Chary Lynn Colon

Print: Chary Lynn Colon
Title: Notary Public, State of Florida
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

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.

Edward W. Becht

Edward W. Becht, Registered Agent