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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
C & P REAL ESTATE PARTNERS LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

C&P Real Estate Partners LLC

Article II. Address

The Company's street and mailing address is:

**95 Cocks Lane
Locust Valley, NY 11560**

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

**Arnold Cesare
20030 Seagrove St., Unit 1506
Estero, FL 33928**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Registered Agents, Ltd.
1220 North Market Street, Suite 804
Wilmington, DE 19801
800-441-5940**

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TALLAHASSEE, FLORIDA

Article V. Management


This will be a member-managed company. The names and addresses of the initial members will be:

Thomas H. Polignani, 95 Cocks Lane, Locust Valley, NY 11560
Karen A. Polignani, 95 Cocks Lane, Locust Valley, NY 11560
Arnold Cesare, 8 Renville Ct., Mill Neck, NY 11765
Eileen Cesare, 8 Renville Ct., Mill Neck, NY 11765

Article VI. Company Existence

The Company's existence shall begin effective as of the date of filing.

The undersigned authorized representative of a member executed these Articles of Organization on February 14, 2005.



Mary Lyde Esposito
Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

COMPANY

C&P Real Estate Partners LLC

REGISTERED AGENT/OFFICE

**Arnold Cesare
20030 Seagrove St., Unit 1506
Estero, FL 33928**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate.
I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

s/Arnold Cesare
Authorized Signer

Date: February 14, 2005

**Registered Agents, Ltd.
1220 North Market Street, Suite 804
Wilmington, DE 19801
800-441-5940**

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