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2005 MAR 14 P 3:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(City/State/Zip/Phone #)

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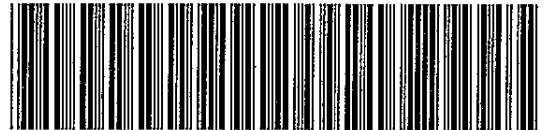
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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** S&CO Properties, LLC  
(Name of Limited Liability Company)

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Zulina Riveron

(Name of Person)

(Firm/Company)

450 17th Street NW

(Address)

Naples, Florida 34120

(City/State and Zip Code)

For further information concerning this matter, please call:

Zulina Riveron

(Name of Person)

at ( 239 ) 353-2955

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
**OF**  
**S&CO PROPERTIES, LLC**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company shall be S&CO PROPERTIES, LLC, hereinafter "Company". The principal place of business and mailing address of the Company in Florida shall be 450 17<sup>th</sup> Street NW, Naples, Florida 34120.

**ARTICLE II**  
**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III**  
**PURPOSE AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

**FILED**

The name and the street address of the registered agent of the Company in the State of Florida is:

Zulina Riveron  
450 17<sup>th</sup> Street NW  
Naples, Florida 34108

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TALLAHASSEE, FLORIDA

**ARTICLE V  
ADMISSION OF NEW MEMBER (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the members proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members.

**ARTICLE VII  
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Serafin Riveron Jr.	450 17 <sup>th</sup> Street NW, Naples, Florida 34120
Caridad O. Menendez	16256 NW 78 <sup>th</sup> Court, Miami Lakes, Florida 33016

**ARTICLE VIII**  
**EFFECTIVE DATE**

**FILED**

These Articles of Incorporation shall be effective upon the date of subscription and acknowledgment


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 7<sup>th</sup> day of March 2005.

Zulina Riveron  
Registered Agent for the members

  
Zulina Riveron

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.

Registered Agent of S&CO Properties, LLC:

Zulina Riveron  
By:   
Zulina Riveron

Its: Director/President