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W05-11737

Office Use Only

**Michael Diamond**  
5140 Sesame Street  
Palm Beach Gardens, Florida 33418

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2005 MAR 28 P 3:41

February 25<sup>th</sup>, 2005  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Gemwood, L.L.C.

Dear Division of Corporations:

Enclosed, please find the Articles of Organization for the above referenced Florida Limited Liability Company along with a check in the amount of \$160.00 for the filing, designation of registered agent, Certified copy request and Certificate of Status copy.

Also enclosed is a photocopy of the Articles of Organization. Please return this to the address above with the filing date stamped on it.

Thank you for your considerations.

Sincerely yours,



Michael Diamond

Encl. Check: \$160.00  
Articles of Organization – 2 copies



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 8, 2005

MICHAEL DIAMOND  
5140 SESAME STREET  
PALM BEACH GARDENS, FL 33418

SUBJECT: GEMWOOD, L.L.C.  
Ref. Number: W05000011737

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GEMWOOD, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 105A00015599



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 21, 2005

MICHAEL DIAMOND  
5140 SESAME STREET  
PALM BEACH GARDENS, FL 33418

SUBJECT: GEMWOOD, L.L.C.  
Ref. Number: W05000011737

We have received your document for GEMWOOD, L.L.C.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

The name of the entity must be identical throughout the document.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 205A00019105

**Articles of Organization  
Of  
Gemwood Group, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of the Limited Liability Company shall be:  
Gemwood Group L.L.C.

**Article II - Purpose**

The purpose of this Limited Liability Company is to  
transact any & all lawful business.

**Article III- Principal Office**

The principal place of business of this Limited Liability Company shall be:  
5140 Sesame St  
Palm Beach Gardens Fl 33418

The mailing address of this Limited Liability Company shall be:  
5140 Sesame St  
Palm Beach Gardens Fl 33418

**Article IV- Registered Agent**

The name and address of the registered agent is:

Michael Diamond  
5140 Sesame St.  
Palm Beach Gardens Fl 33418

**ARTICLE V. - MANAGING MEMBERS**

The Limited Liability Company shall have two Members initially who shall be listed below. The number shall be fixed by the bylaws and may be changed from time to time.

MEMBER

ADDRESS

Michael Diamond, Managing Member

5140 Sesame Street  
Palm Beach Gardens, Florida 33418

Lawrence E. Keith, Member

4457 Cycad Lane  
Boynton Beach, Florida 33436

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - AFFIRMATION**

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

3-28-05

Dated



Michael Diamond, Member

Having been named as registered agent and to accept service of process for the above stated 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 am familiar with and accept the obligations of my position as registered agent.

3-28-05

Dated



Michael Diamond, Registered Agent