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2005 APR -4 P 12-25

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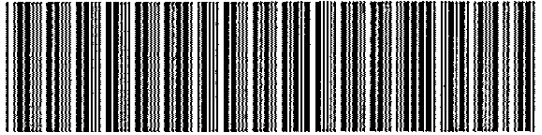
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March 8, 2005

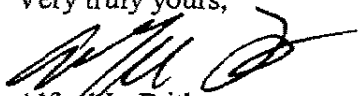
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 700710 - NATIONAL DEVELOPERS, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization along to create an LLC in the name of NATIONAL DEVELOPERS, LLC. Also enclosed is this firm's check which constitutes the filing fee and the fee for the designation of registered agent. In addition, this amount includes the fee for a certified copy and a certificate of status that I would ask that you return to me at the above listed address.

Thanking you in advance for your consideration, I am

Very truly yours,  
  
Alfred L. Frith

ALF/lde  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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2015 APR -4 P 12: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 18, 2005

RISSMAN, WEISBERG, BARRETT, HURT, DONAHUE & MCLAIN, P.A  
ATTN: ALFRED L. FRITH  
P.O. BOX 4940  
ORLANDO, FL

SUBJECT: NATIONAL DEVELOPERS, LLC  
Ref. Number: W05000014258

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

Limited liability companies are either member-managed or manager-managed - not both. Member-managed companies are managed by the members of the limited liability company. Manager-managed companies are managed by non-members. Please amend your document to reflect either the limited liability company is member-managed or manager-managed. If the limited liability company is member-managed, list the names and addresses of the members who will manage the company and identify them solely as managing members. If the limited liability company is manager-managed, list the names and addresses of the non-members who will manage the company and identify them solely as managers. You cannot list both managers and managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Agnes Lunt  
Document Specialist

Letter Number: 505A00018841

RISSMAN, WEISBERG, BARRETT, HURT, D  
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March 23, 2005

Florida Department of State  
ATTN: Ms. Agnes Lunt, Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 700710 - NATIONAL DEVELOPERS, LLC  
Letter #505A00018841

Dear Ms. Lunt:

I am enclosing the documents you returned to me NATIONAL DEVELOPERS, LLC. In your letter, you indicated that Limited Liability Companies must be either member managed or manager managed and that manager managed companies are managed by non-members. Please note that the Article of Organization for National Developers, LLC clearly state in Article II that "the Limited Liability Company is to be managed by a managing member who is not a member of the LLC." Joseph G. Pozo is listed as the managing manager. It states in Article IV that the "management of the Limited Liability Company shall be vested in a manager who is not a member of the LLC." Then, on the signature line, Mr. Pozo signed as the managing manager. Consequently, I believe that this document is correct and should be accepted by you. If that is not the case, please point out to me where it indicates otherwise.

Florida Department of State  
ATTN: Ms. Agnes Lunt, Document Specialist  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you in advance for your consideration. I am

Very truly yours,



Alfred L. Frith

ALF/lc  
Enclosure  
cc: Joseph Pozo

RISSMAN, WEISBERG, BARRETT, HURT  
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March 29, 2005

Florida Department of State  
ATTN: Ms. Agnes Lunt, Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: 700710 - NATIONAL DEVELOPERS, LLC.  
Letter #505A00018841

Dear Ms. Lunt:

Per our telephone conversation, I am sending to you revised Articles of Organization that I would ask that you receive and file. Please note that I have revised Article II and Article IV and it is now clear beyond doubt this LLC is Manager Managed and that the Managing Member is not a Member of the LLC.

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Florida Department of State  
ATTN: Ms. Agnes Lunt, Document Specialist  
Division of Corporations

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TALLAHASSEE, FLORIDA

Please return to me at the above listed address the certified copy and a certificate of status.  
Thank you in advance for your consideration. I am

Very truly yours,



Alfred L. Frith

ALF/ldc  
Enclosure  
cc: Joseph Pozo

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**ARTICLE I. FORMATION AND POWERS**

**1.1 In General**

The name of the corporation shall be: **NATIONAL DEVELOPERS, LLC**

**1.2 Purpose**

(a) **In General.** The purpose of the limited liability company is to engage in any lawful act or activity or which a limited liability company can be organized in Florida.

**1.3 Agent**

(a) **Name:** The name and address of the initial agent for service of process on the limited liability company is: **Joseph G. Pozo, Jr., 2202 33<sup>rd</sup> Street, Orlando, Florida 32839.**

**1.4 Principal Office**

(a) **Location:** The principal office of **NATIONAL DEVELOPERS, LLC** is located at: 2202 33<sup>rd</sup> Street, Orlando, Florida 32839. This is both the street address and the mailing address of this entity.

**ARTICLE II. MANAGERS**

**2.1 Manager-Managed**

(a) **In General.** The limited liability company is to be managed by a Managing Manager, who is not a Member of the LLC.

(b) **Managing Manager.** The name and address of the managing manager is: **Joseph G. Pozo, Jr., 2202 33<sup>rd</sup> Street, Orlando, Florida 32839.**



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**ARTICLE III. MEMBERSHIP**

**3.1 Determination of Membership.**

(a) **In General.** Membership shall be determined in accordance with the Operating Agreement of the LLC by a majority of members.

**ARTICLE IV. MANAGEMENT**

**4.1 Manager Managed**

(a) **In General.** The management of the limited liability company shall be vested in a Manager, who is not a Member of the LLC, in accordance with the Operating Agreement of the LLC.

**4.2 Duties**

(a) **In General.** The manager shall discharge his or her duties as a manager, including duties as a member of a committee.

(1) In good faith;

(2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and;

(3) In a manner he or she reasonably believes to be in the best interests of the limited liability company.

(b) **Information.** In discharging his or her duties, a manager is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

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(1) One or more members or employees of the limited liability company whom the manager reasonably believes to be reliable and competent in the matters presented;

(2) Legal counsel, public accountants, or other personas as to matters the manager reasonably believes are within such persons' professional or expert competence; or

(3) A committee of managers or managing members of which he or she is not a member, if the manager reasonably believes the committee merits confidence.

(c) **Information Relevant to Managers' Duties.** In discharging his or her duties, a manager may consider such factors as he or she deems relevant, including the long-term prospects and interests of the limited liability company and its members, and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the limited liability company, the communities and society in which the limited liability company operates, and the economy of the state and the nation.

(d) **Good Faith.** A manager is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

(e) **Liability.** A manager is not liable for any action taken as a manager, or any failure to take any action, if he or she performed the duties of his or her position in compliance with this section.

**ARTICLE V. SHARING OF PROFITS AND LOSSES**

**5.1 In General.**

(a) **Allocations Among Members.** The profits and losses of the limited

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liability company shall be allocated among the members as follows: **In proportion to their contribution to the LLC.**

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#### **ARTICLE VI. VOTING**

##### **6.1 In General**

###### **(a) By Members.**

(1) All members of the limited liability company shall be entitled to vote only on the appointment or removal of the Manager, who is to have complete control of all matters related to the management of the LLC; and

(2) Each member's vote shall be weighted in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote.

#### **ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

##### **7.1 In General**

No person may be admitted as a member except in accordance with the Operating Agreement.

#### **ARTICLE VIII. INDEMNIFICATION**

##### **8.1 In General**

(a) **Indemnification of Persons.** The limited liability company shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a manager of the limited liability company or is or was serving at the

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request of the limited liability company as a managing manager, member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The full terms of Indemnification are set forth in a separate Operating Agreement and should there be any inconsistencies between these Articles of Organization and the Operating Agreement as to Indemnification, the Operating Agreement shall control.

(b) **Indemnification Against Expenses.** The limited liability company shall indemnify any person (who was or is a party to any proceeding by or in the right of the limited liability company to procure a judgment in its favor by reason of the fact that he or she is or was a managing manager, member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, director, officer, employee, or agent of another limited

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liability company, corporation, partnership, joint venture, trust, or other enterprise) against expenses and amounts paid in settlement not exceeding, in the judgment of the Managing Manager, the estimated expense of litigating the proceeding to conclusion, and actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company; except that no indemnification shall be made under this subsection with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought (or any other court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The full terms of Indemnification are set forth in a separate Operating Agreement and should there be any inconsistencies between these Articles of Organization and the Operating Agreement as to Indemnification, the Operating Agreement shall control.

(c) **In Defense of a Proceeding.** To the extent that any Managing Manager, member, officer, employee, or agent of the limited liability company has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (a) or subsection (b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith. The full terms of Indemnification are set forth in a separate

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Operating Agreement and should there be any inconsistencies between these Articles of Organization and the Operating Agreement as to Indemnification, the Operating Agreement shall control.

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(d) **Authorization.** Any indemnification under subsection (a) or subsection (b), unless pursuant to a determination by a court, shall be made by the limited liability company only as authorized in the specific case upon a determination that indemnification of the Managing Manager, any member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a) or subsection (b). Such determination shall be made in one of the following manners:

(1) By a decision of the Managing Manager in accordance with the Operating Agreement; or

(2) By independent legal counsel selected by the Managing Manager.

(e) **Evaluation of Expenses.** Evaluation of the reasonableness of expenses and authorization of indemnification shall be made by the Managing Manager in the same manner as the determination that indemnification is permissible and in accordance with the Operating Agreement. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (d)(2) shall evaluate the reasonableness of expenses and may authorize indemnification.

(f) **Expenses Paid in Advance.** Expenses incurred by a Managing Manager, member, officer, or member in defending a civil or criminal proceeding may be

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paid by the limited liability company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Managing Manager, Member, or 25 person, to repay such amount if he or she is ultimately found not to be entitled to indemnification by the limited liability company pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Managing Manager deems appropriate. The decision shall be made by the Managing Manager in accordance with the Operating Agreement.

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TALLAHASSEE, FLORIDA

(g) **Circumstances Precluding Indemnification.** The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the limited liability company may make any other expenditure for further indemnification or advancement of expenses of any of its Managing Manager, Members, officers, employees, or agents, as follows: By the Managing Manager in accordance with the Operating Agreement. However, indemnification or advancement of expenses shall not be made to or on behalf of any Managing Manager, member, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute any of the following:

(1) A violation of the criminal law, unless the Managing Manager, member, officer, employee, or agent had no reasonable cause to believe his or her conduct was unlawful.

(2) A transaction from which the managing manager, member, officer, employee, or agent derived an improper personal benefit.

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TALLAHASSEE, FLORIDA

(3) In the case of a managing manager or managing member, a circumstance under which the liability provisions of Florida Statutes Section 608.426 are applicable.

(4) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

(h) **Continuation of Indemnification.** Indemnification and advancement of expenses as provided in this section shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a Managing Manager, member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(i) **Definitions.** For the purposes of this section:

(1) The term "other enterprises" includes employee benefit plans.

(2) The term "expenses" includes counsel fees, including those for appeal.

(3) The term "liability" includes obligations to pay a judgment, settlement, penalty, or fine, including an excise tax assessed with respect to any employee benefit plan, and expenses actually and reasonably incurred with respect to a proceeding.

(4) The term "proceeding" includes any threatened, pending, or



completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

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TALLAHASSEE, FLORIDA

(5) The term "agent" includes a volunteer.

(6) The term "serving at the request of the limited liability company" includes any service as a Managing Manager, member, officer, employee, or agent of the limited liability company that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.

(7) The term "not opposed to the best interest of the limited liability company" described the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(j) **Insurance.** The limited liability company may purchase and maintain insurance on behalf of any person who is or was a Managing Manager, member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a Managing Manager, member, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the limited liability company would have the power to indemnify the person against such liability under the provisions of this section.

**NATIONAL DEVELOPS, LLC**

by:  Joseph G. Pozo, Jr.

3-30-05

As its: Managing Manager

**FILED**

2005 APR -4 P 12: 25

**STATEMENT OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby accepts his appointment as registered agent and hereby certifies that he is familiar with, and accepts, the obligations of that position.



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Joseph G. Pozo, Jr.