

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000034700
FILED 8:00 AM
April 08, 2005
Sec. Of State
dcushing

Article I

The name of the Limited Liability Company is:
BLACK PEARL ESTATES, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
11726 LAKE CLAIR CIRCLE
CLERMONT, FL. 34711

The mailing address of the Limited Liability Company is:
301 EAST 66TH STREET
12-K
NEW YORK, NY. 10021

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
JUSTIN RICKMAN
450 EAST HIGHWAY 50
SUITE 7
CLERMONT, FL. 34711

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.

Registered Agent Signature: JUSTIN RICKMAN

Article V

The name and address of managing members/managers are:

Title: MGR
JONATHAN PENNER
301 EAST 66TH STREET, APT 12-K
NEW YORK, NY. 10021

Title: MGR
JEFFREY GWIN
655 MADISON AVENUE, 17TH FLOOR
NEW YORK, NY. 10021

Signature of member or an authorized representative of a member

Signature: JUSTIN RICKMAN, AUTH. REPRESENTATIVE

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