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2005 APR 14 P 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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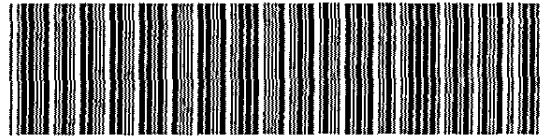
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TRANSMITTAL LETTER

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TO: Registration Section  
Division of Corporations

SUBJECT:

PELL LAND MANAGEMENT, LLC  
(Name of Limited Liability Company)

2005 APR 14 P 3:46  
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Kim M. Boyle  
(Name of Person)

Guy + Rudin, LLP  
(Firm/Company)

55 EAST DEAN BLVD  
(Address)

STUART FL 34997  
(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Boyle at 772 286-4372  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(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 OF  
PEW LAND MANAGEMENT, LLC**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, §608.407, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I.. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be PEW Land Management Company, LLC, and its principal office shall be located at 2081 SE Ocean Blvd., Suite 2B, Stuart, Florida 34994, but it shall have the power and authority to relocate its principal office and establish branch offices at any other place or places as the members may designate.

**ARTICLE II.. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise

granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III.. EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV.. ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the registered office of the limited liability company is 2081 SE Ocean Blvd., Suite 2B, Stuart, Florida 34994. The mailing address is GUY & YUDIN, LLP, 55 East Ocean Blvd., Stuart, FL 34994

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## **ARTICLE V.. MANAGEMENT**

This limited liability company shall be managed by three (3) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

Edward Weinberg, MGRM  
2081 SE Ocean Blvd., Suite 2B, Stuart, Florida 34994

Brian Proctor, MGRM  
2081 SE Ocean Blvd., Suite 2B, Stuart, Florida 34994

Paul Ezzo, MGRM  
2081 SE Ocean Blvd., Suite 2B, Stuart, Florida 34994,

## **ARTICLE VI.. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

## **ARTICLE VII. DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE VIII.. INDEMNIFICATION OF MEMBERS**

The Company shall indemnify its members as permitted by section 608.4229, F.S.

## **ARTICLE IX.. DISSOLUTION**

Dissolution, if necessary, shall be in accordance with section 608.441, F.S.

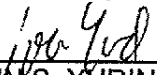
## **ARTICLE X.. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to the provisions of section 608.415 or 608-507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida as follows:

The address of the initial registered office of the PEW Land Management Company, LLC. is 55 East Ocean Blvd., Stuart, Florida 34994, and John S. Yudin, Esq. Is appointed as initial registered agent, and by his signature below accepts appointment to act as the Registered Agent of PEW Land Management Company, LLC..

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*Having been named as registered agent and to accept service of process for the above 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.*

  
\_\_\_\_\_  
JOHN S. YUDIN, ESQ.

*In accordance with section 608.408(3), Florida Statutes, the undersigned, being an original member of the limited liability company, hereby certifies that the execution of this instrument constitutes an affirmation under penalties or perjury that the facts contained in the proposed Articles of Organization of PEW Land Management Company, LLC. are true.*

Executed by the undersigned at Stuart, Martin County, Florida on 9TH day of APRIL, 2005.

  
\_\_\_\_\_  
Edward Weinberg, MGRM