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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lazare Properties, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Leslie Smith
(Name of Person)

(Firm/Company)

1848 East County Hwy 30-A, Number 9
(Address)

Seaside, FL 32459
(City/State and Zip Code)

For further information concerning this matter, please call:

Leslie Smith at (850) 591-0077
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 21, 2005

LESLIE SMITH
1848 EAST COUNTY HWY 30 A NUMBER 9
SEASIDE, FL 32459

SUBJECT: LAZARE PROPERTIES, LLC
Ref. Number: W05000020178

We have received your document for LAZARE PROPERTIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 105A00027456

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF LAZARE PROPERTIES, LLC

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. 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 **LAZARE PROPERTIES, LLC**, and its principal office shall be located at **1848 East County Highway 30-A, Number 9, Seaside, Florida 32459**.

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 buy, sell and management of real estate.
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.

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FLORIDA

3. 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 to 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 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 managing member of this limited liability company.

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This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one (1) manager. The initial managing member shall be **LESLIE SMITH**, whose address is **1848 East County Highway 30-A, Number 9, Seaside, Florida 32459**. The members may elect a successor managing member annually at the annual membership meeting.

ARTICLE V MEMBERSHIP RESTRICTIONS

All 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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions to the limited liability company by each member initially are as follows:

Leslie Smith	\$1,000.00
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Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII
MEMBERS OWNERSHIP PERCENTAGES

The ownership percentage in this limited liability company of each member is as follows:

• Leslie Smith	-	100%
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ARTICLE VIII
PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being April 20, 2005.

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ARTICLE IX

DURATION

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

ARTICLE X


INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **1848 East County Highway 30-A, Number 9, Seaside, Florida 32459** and the name of the company's initial registered agent at that address is **LESLIE SMITH LLC**.

The undersigned, being the managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **LAZARE PROPERTIES, LLC**.

Executed by the undersigned at Tallahassee, Florida on this _____, 2005.

WITNESSES



Member Name

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CERTIFICATE OF REGISTERED AGENT

LAZARE PROPERTIES, LLC, located at **1848 East County Highway 30-A, Number 9, 32459**, names **LESLIE SMITH**, as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is **1848 East County Highway 30-A, Number 9, 32459**.

DATED this 21 day of April, 2005.

Leslie W. Smith
_____, Managing Member

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 21 day of April, 2005.

Leslie W. Smith

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