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JIVISION OF CORPORATION

Division of Corporations

: (850)205-0383

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)634-3694 Fax Number

: (305)633-9696

## LIMITED LIABILITY COMPANY

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Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00





#### ARTICLES OF ORGANIZATION

TALLAHASSFE, FLORIDA

OF

#### NCG NAPLES LLC

#### A Florida Limited Liability Company, pursuant to State of Florida law.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

- 1. Name: The name of this company shall be NCG NAPLES LLC
- Duration/Continuation:

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

The mailing address and principal office of the company is:

3400 Guif Shore Blvd. North, Apartment #N2 Naples FL 34103

Registered Agent and office:

The name and street address of the initial registered agent and office for this company is as follows: Miami Corporate Registry 1925 Brickell Avenue, Suite D-206, Miami, Florida 33129

Admission of Additional Members; and Terms and Conditions of such Admissions:

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

Right to Continue Business:

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

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2005 APR 21 A 10: 24

SECKLIARY OF STATE TALLAHASSEE, FLORIDA

#### 7. Management of Company:

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME

**ADDRESS** 

Dake Martin Schwarte

3400 Guil Shore Blvd. North

Apartment #N2 Naples FL 34103

Peter James Norton

3400 Gulf Shore Blvd. North

Apartment #N2 Naples FL 34103

### 8. Amendment of Articles of Organization:

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and swom to by all Members of the Company. In the event a new member is added by such amendment, it shall be also signed by the member to be added.

#### 8. Regulations of Company:

The power to adopt, after, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers(s) may be repealed or aftered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

#### Informal Action of Members:

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

#### 10. Contracting Debt:

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this

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2035 APR 21 A 10: 24

DECRETARY OF STATE Company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

#### Transferability of Member's Interest: 11.

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profils or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

12. Withdrawal or Reduction of Member's Contributions to Capital:

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

- all liabilities of the company, except liabilities to Members on account of their contributions to (a) capital, have been paid or sufficient property of the company remains to pay them,
- the consent of all Members is had, unless the return of the contributions to capital may be (b) rightfully demanded,
- these articles of organization are canceled or so amended as to set out the withdrawal (C) reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

The undersigned has executed these Articles of Organization on this 2/60 day of Chul 2005 at Miami, Florida.

(in accordance with section 608.406(3), Florida Stabutes, the execution of this document constitutes in affirmation under paratities of perjuty that the facts stated herein are true.)

eler James Norton, Member

State of Florida County of Miami-Dade

The foregoing instrument was acknowledged before me this 2/11 day of Charles by DAKE MARTIN SCHWARTE and PETER JAMES NORTON who are personally known by me or have 25.9 JATOT

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2005 APR 21 A 10: 24

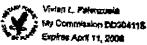
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TECNE MISSEE, FLORIDA

NOTARY PUBLIC

My commission expires



Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated by 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 as provided for in Chapter 608, F.S.

MIAMI CORPORATE REGISTRY

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This instrument prepared by: ROGER BESU PA Roger Besu, Esq. #172146 1925 Brickell Ave., Ste D-206 Miami, Florida 33129 Tel (305) 854-6363 Fax (305) 854-7550

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