

L05000050971

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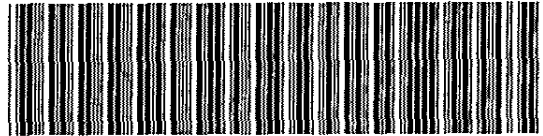
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 387103 7116497

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2005

ORDER TIME : 1:54 PM

ORDER NO. : 387103-005

CUSTOMER NO: 7116497

CUSTOMER: Ms. Janet Suarez
McCabe & Samiljan

Suite 3c
2135 South Congress Avenue
West Palm Beach, FL 33406

DOMESTIC FILING

NAME: ST. MORITZ DEVELOPMENT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
ST. MORITZ DEVELOPMENT, LLC**

FILED
05 MAY 23 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: **ST. MORITZ DEVELOPMENT, LLC**, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

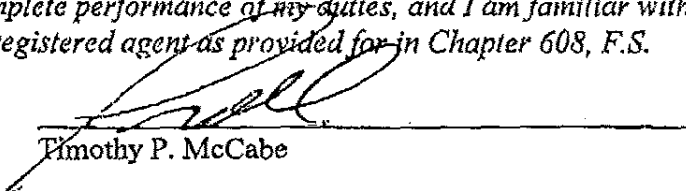
5 River Chaso Terrace
Palm Beach Gardens, FL 33418

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are:

Timothy P. McCabe, Esq.
McCabe & Samiljan, LLC
2135 South Congress Avenue, Suite 3C
West Palm Beach, FL 33406

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


Timothy P. McCabe

ARTICLE IV - MANAGEMENT

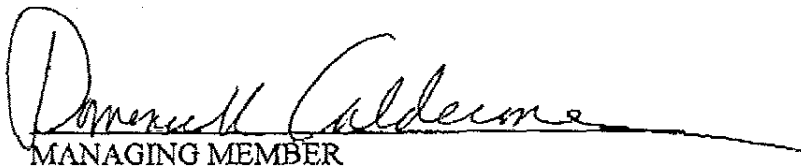
The company is to be managed by one manager or more managers and is, therefore, a manager - managed company as follows:

<u>TITLE:</u>	<u>NAME and ADDRESS:</u>
Dom Calderone-MGRM with 50% interest	4485 SW Port Way Palm City, FL 33990
Olivier Bernardeau-MGRM with 25% interest	5 River Chase Terrace Palm Beach Gardens, FL 33418
Herbert Schneiderman-MGRM with 25% interest	5853 Vintage Oaks Court Delray Beach, FL 33484

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be immediately upon the date of filing.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Palm Beach County, Florida, on May 11, 2005.


MANAGING MEMBER

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

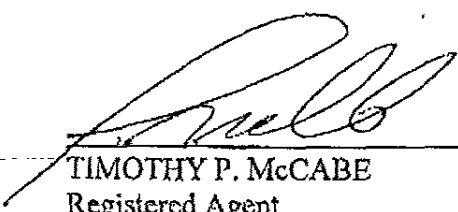
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **ST MORITZ DEVELOPMENT, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **ST. MORITZ DEVELOPMENT, LLC**.
2. The name and address of the registered agent in Florida are:

Timothy P. McCabe, Esq.
McCabe & Samiljan, LLC
2135 South Congress Avenue, Suite 3C
West Palm Beach, FL 33406

The undersigned, being the person named in the articles of organization of **ST. MORITZ DEVELOPMENT, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


TIMOTHY P. McCABE
Registered Agent