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TALLAHASSEE, FLORIDA

JUN 13 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Winfield Investments, LLC

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JAMES E. CORPORATION'S
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WINFIELD INVESTMENTS LLC**

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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, 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 **Winfield Investments LLC**, and its principal office shall be located at 2913 SW Skyline St., Port Saint Lucie, FL 34953, but it shall have the power and authority to establish branch offices at any other 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 or 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 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 references 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.

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**ARTICLE IV
MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Arthur H. Winfield	2913 SW Skyline St., Port Saint Lucie, FL 34953
Gloria M. Winfield	2913 SW Skyline St., Port Saint Lucie, FL 34953

**ARTICLE V
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.

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

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$10,000.00 cash, or equity value in real property, shall be paid to the limited liability company by the 2 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an

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equal distributive share of the profits or to the distributive share of the profits specified as follows:

Arthur H. Winfield	50%
Gloria M. Winfield	50%

The distributive share of the profits shall be determined and paid to the members on a calendar year basis commencing on January 1, 2006, and each year on the anniversary date.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Arthur H. Winfield	50%
Gloria M. Winfield	50%

ARTICLE VIII

DURATION

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

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **2913 SW Skyline St., Port Saint Lucie, FL 34953**, of the County of St. Lucie, State of Florida, and the name of the company's initial registered agent is **Arthur H. Winfield**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Winfield Investments LLC**.

Executed by the undersigned at Stuart, Martin County, Florida, on this ____ day of June, 2005.


ARTHUR H. WINFIELD, Member


GLORIA M. WINFIELD

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TALLAHASSEE, FLORIDA


STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **Arthur H. Winfield** and **Gloria M. Winfield**, known are to me to be the persons who executed the foregoing Articles of Organization, and they acknowledged before me that they executed these Articles of Organization, and that they are true and correct to the best of their knowledge and belief. Arthur H. Winfield and Gloria M. Winfield produced Florida drivers licenses for identification.

SWORN TO and subscribed before me on this 10 th day of June, 2005.



James J. Butler
MY COMMISSION # DD232907 EXPIRES
July 21, 2007
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public
State of Florida at Large

____ Personally Known
☒ Produced Identification AC D/L

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TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

First -- That **Winfield Investments LLC**, desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Organization at Stuart,
County of Martin, State of Florida has named **Arthur H. Winfield, 2913 SW Skyline St., Port
Saint Lucie, FL 34953**, being in the County of St. Lucie, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated limited liability
corporation, at place designated in this certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.

by: 
Arthur H. Winfield
Registered Agent

Date: 06-10-05

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