

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Cypress Development, LLC

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**ARTICLES OF ORGANIZATION
OF**

**Cypress Development, LLC
a Florida Limited Liability Company**

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 Cypress Development, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 1130 West Pender Street, Suite 1400, Vancouver, British Columbia V6E 4A4.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent of the Company in the State of Florida is R&A Agents, Inc., an Ohio corporation qualified to transact business in Florida ("R&A"), and the street address of R&A is Trianon Centre, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members; provided, however, that the occurrence of any of the events described in Florida Statutes 608.4237 (1) (a) through (f), inclusive, and (2) shall not operate to terminate membership of a member in the Company or dissolve the Company unless the remaining member(s) properly files articles of dissolution with the Department of State.

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ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

NAME

ADDRESS

Ross H. J. Galbraith

1130 West Pender Street, Suite 1400
Vancouver, British Columbia V6E 4A4

The initial manager is expressly authorized to act on behalf of the Company. The execution of any document by one or more managers will fully bind the Company.

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of a majority-in-interest of the members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Vancouver, British Columbia, on this 20 day of June, 2005.

Member:

Ross H. J. Galbraith
Ross H. J. Galbraith, Trustee

NATION/COUNTRY OF CANADA)

STATE/PROVINCE/COUNTY OF BRITISH COLUMBIA)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the Nation/Country aforesaid and in the jurisdiction aforesaid to take acknowledgments, personally appeared Ross H. J. Galbraith, Trustee, an initial Member of Cypress Development, LLC, a Florida limited liability company, on behalf of said company, (-) to me known to be the person(s) described or (X) who has/have produced BC DRIVER LICENSE # 3067073 as identification, who executed the foregoing instrument, and he acknowledged before me that he executed the same.

I am a Notary Public for the State/Province/County of BRITISH COLUMBIA, my commission expires does not expire.

WITNESS my hand and Official Seal in the Nation/Country and State/Province/County last aforesaid this 20 day of June, 2005.

NOTARY PUBLIC (other title)
Name:

(OFFICIAL SEAL)

FILIP de SAGHER
NOTARY PUBLIC
2515 ALMA STREET
VANCOUVER, B.C. V6R 3R8
TEL: 604-221-4343

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Cypress Development, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of Cypress 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 its duties, and is familiar with and accepts the obligations of the position of registered agent.

R&A Agents, Inc.,
an Ohio corporation qualified to transact
business in Florida

By: 

Stephen E. Thompson, as Assistant Secretary

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