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(City/State/Zip/Phone #)

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(Business Entity Name)

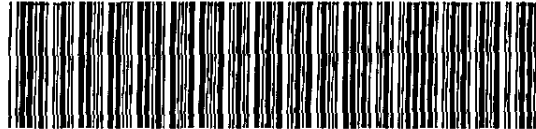
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Charles O. Morgan, Jr., P.A.*

*Attorneys at Law*

1300 NORTHWEST 167TH STREET  
SUITE 3  
MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.  
LAURA M. HORTON  
TERESA A. PEREZ

TELEPHONE (305) 624-0011  
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cmorganjr@aol.com

June 21, 2005

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: LONDON VENTURES, II L.L.C.

Dear Sir:

Enclosed please find two (2) originals of the Articles of Organization for the  
aforementioned company.

Please endorse your approval of these Articles of Organization on one copy, certify  
same and return to my office.

Our check in the amount of \$155.00 is enclosed to cover the following costs:

1. Filing Fee
2. Registered Agent Designation
3. Certified Copy

\$	100.00
	25.00
	30.00
<hr/>	
\$	155.00

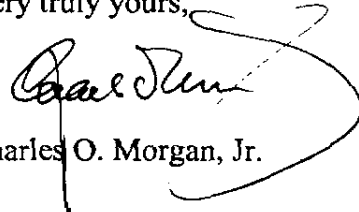
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TALLAHASSEE, FLORIDA

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Thank you for your cooperation in this matter.

Very truly yours,

  
Charles O. Morgan, Jr.

COM: pmg  
Enclosures: as stated

**ARTICLES OF ORGANIZATION  
OF  
LANDON VENTURES II, L.L.C.**

The undersigned certifies that this company is formed 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. I 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 LANDON VENTURES II, L.L.C., and its principal office shall be located at 255 Alhambra Circle, Suite 820, Coral Gables, Florida 33134. Its mailing address is the same as its principal office. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSES AND POWERS**

2.1 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:

- a. To engage in any activity or business authorized under the Florida Statutes.
- b. 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.
- c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, 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.

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TALLAHASSEE, FLORIDA

d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of 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.

e. 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.

f. 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.

2.2 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 reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.3 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**

3.1 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, one or more Managers of this limited liability company.

3.2 These Articles 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.

#### **ARTICLE IV** **MANAGEMENT**

The name and address of the individual who shall serve as Manager, at the pleasure of the members, until the first meeting of the members, is as follows:

R. KIRK LANDON  
255 Alhambra Circle  
Suite 820  
Coral Gables, Florida 33134

#### **ARTICLE V** **MEMBERSHIP RESTRICTIONS**

5.1 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.

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

5.3 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 \$5,000.00 cash shall be paid to the limited liability company by the sole initial member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Additional capital contributions maybe made in cash or in kind, and the members shall receive membership interests equal to the fair market value of the assets contributed.

**ARTICLE VII**  
**PROFITS AND LOSSES**

7.1 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 a pro-rata share, based upon each member's interest in the company. The distributive share of the cash or other assets shall be determined and paid to the members each year on the date selected by the Manager.

7.2 Losses. All losses that occur in the operation of the limited liability company business shall allocated to each member's interest in the company.

7.3 Section 704. Notwithstanding any other provision of this instrument, these Articles of Organization shall be in conformity with Internal Revenue Code §704(b), and allocations of income must, at all times, comply with Internal Revenue Code §704(e).

**ARTICLE VIII**  
**DURATION**

This 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**

9.1 The address of the initial registered office of the limited liability company is 1300 Northwest 167<sup>th</sup> Street, Suite 3, Miami, Florida, 33169, and the name of the company's initial registered agent at that address is CHARLES O. MORGAN, JR.

9.2 The undersigned, being the sole original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Landon Ventures II, LLC.

Executed by the undersigned at Miami, Florida on this 20<sup>th</sup> day of June, 2005.

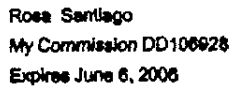
  
\_\_\_\_\_  
R. KIRK LANDON, Member

**COUNTY OF MIAMI )**

**I HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared **R. KIRK LANDON**, to me well known to be the person described herein as subscriber and who executed the foregoing Articles of Organization of Landon Ventures II, L.L.C. and acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal this 20<sup>th</sup> day of June, 2005.

Rosa Santiago  
Notary Public, State of Florida  
Print Name: ROSA SANTIAGO



My Commission Expires: June 4, 2006

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2005 JUN 23 P 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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


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That LANDON VENTURES II, LLC, a Florida limited liability company, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167<sup>th</sup> Street, Suite 3, Miami, Florida 33169 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 the obligations of my position as registered agent, pursuant to Chapter 608, of the Florida Statutes.

By:

  
\_\_\_\_\_  
**CHARLES O. MORGAN, JR.**  
Resident Agent

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JUN 23 PM 3:00  
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TALLAHASSEE, FLORIDA