

Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

cgr 40, llc.

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ARTICLES OF ORGANIZATION OF
CGR 40, LLC.

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

ARTICLE I - NAME

The name of the limited liability company shall be CGR 40, LLC. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 940 32nd Avenue, Vero Beach, Florida 32960.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Barry G. Segal, Esquire, Barry G. Segal, P.A. 2801 Ocean Drive, Suite 204, Vero Beach, FL 32963.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI - 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 transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. All remaining members shall have a right of first refusal to purchase the membership interests of the member attempting to dispose of its membership interests.

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ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least one remaining member or the sole remaining member consents to the addition of a new member(s).

ARTICLE IX -- MANAGEMENT

The company shall be managed by Charles Craig Rustay and Glenn H. Rustay, 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
Charles Craig Rustay and Sherrol Rustay, husband and wife	940 32 nd Avenue Vero Beach, Florida 32960
Glenn H. Rustay and Kimberly Rustay, husband and wife	940 32 nd Avenue Vero Beach, Florida 32960

The distribution of the membership interests shall be such that Charles Craign Rustay Sherrol Rustay, husband and wife, shall have a 66.5% interest in the Company and Glenn H. Rustay and Kimberly Rustay, husband and wife, shall have a 33.5% interest in the Company.

The powers of the manager or managers may be enlarged or restricted, as set forth in a resolution of the members; provided, however, that the managers shall have the right or power to do any of the following acts without a vote by the members approving the acts provided that all managers agree with said action which is evidenced by a document establishing the authority for either or all of the managers to act:

- (a) Sell, assign, pledge, mortgage, or otherwise encumber any of the property, real, personal or mixed, of the company;
- (b) Borrow money in the name of the company or utilize collateral owned by the company as security for loans;
- (c) Assign, transfer, pledge, compromise, or release any of the claims of or debts due the company except on payment in full, or arbitrate or consent to the arbitration of any of the disputes or controversies between the company and third parties;

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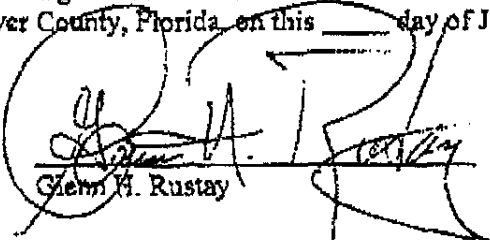
(d) Make, execute or deliver any assignment for the benefit of creditors, or any bond, confession or judgment, chattel mortgage, deed, guaranty, indemnity bond, surety bond, or contract to sell or contract of sale of all or substantially all of the property of the company; or

(e) Lease or mortgage any real estate of the company or any interest in the real estate of the company or enter into any contract for any such purpose.

Transfer of company property. Real or personal property owned or purchased by the company shall be held and owned, and conveyance shall be made, in the name of the company. When authorized above, instruments and documents providing for the acquisition, mortgage, or disposition of property of the company shall be valid and bind the company if they are executed by one or more managers of the company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Vero Beach, Indian River County, Florida, on this 1st day of July, 2005.


Charles Craig Rustay


Glenn H. Rustay

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

Sworn to and subscribed before me this 1st day of July, 2005, by Charles Craig Rustay and Glenn H. Rustay, who are personally known to me or who has presented a FL 22-005 C.C. as identification.


Notary Public - State of Florida



Barry Glen Segal
My Commission D0326803
Expires June 10, 2008

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

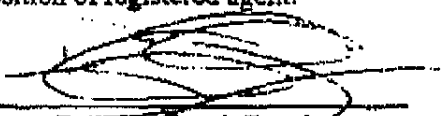
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of CGR 40, 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 accept the obligations of the position of registered agent.



Name: Barry G. Segal, Esquire
Barry G. Segal, P.A.
2801 Ocean Drive
Suite 204
Vero Beach, Florida 32963

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