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SECRETARY OF STATE  
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**HAROLD E. WOLFE, JR., P.A.**

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HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA  
GEORGIA  
ALABAMA

June 24<sup>th</sup>, 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

SECRETARY OF STATE  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Filing of the Articles of Organization  
for: TROPICAL AMERICAN PROPERTIES, L.L.C.

Dear Sir/Madam:

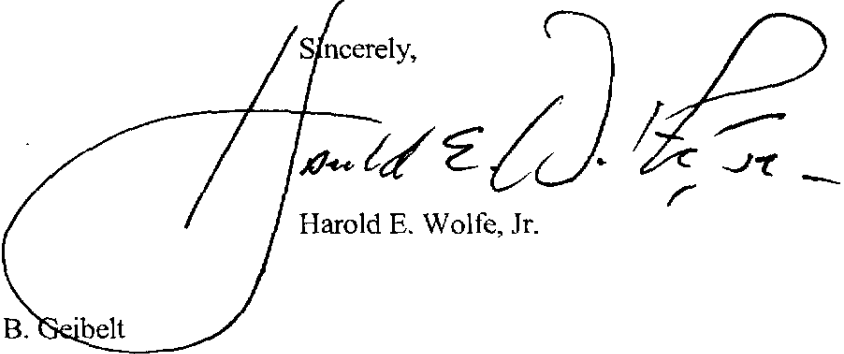
Enclosed please find the original and one (1) copy of Articles of Organization for **TROPICAL AMERICAN PROPERTIES, L.L.C.** for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
<b>Total</b>	<b>\$155.00</b>

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,

  
Harold E. Wolfe, Jr.

HEW:k

Enclosures

xc: Mr. Frederick B. Geibelt

**ARTICLES OF ORGANIZATION**

**OF**

**TROPICAL AMERICAN PROPERTIES, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED COMPANY**

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "TROPICAL AMERICAN PROPERTIES, L.L.C."

**ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY**

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

**Mailing Address/Street Address:**

2300 Palm Beach Lakes Blvd. - Suite 302  
West Palm Beach, Florida 33409

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

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The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Blvd. - Suite 302, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount set forth in this limited liability company's Operating Agreement.

**ARTICLE VI - CLASSES OF MEMBERS; SHARING OF PROFITS AND LOSSES**

Pursuant to Fla. Stat. §§608.4231(1) and 608.4261, this limited liability company may have different classes of Members having such relative rights, powers and duties as specified in the Operating Agreement, including differences among such classes of Members for sharing of profits and losses. In accordance with Fla. Stat. §608.4261, the profits and losses of this limited liability

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

company shall be allocated among Members as so specified in the Operating Agreement; provided, however, that if the Operating Agreement does not provide for, or is silent as to, the allocation of profits and losses among Members, profits and losses shall be allocated on the basis of capital contribution made by each Member to the extent that such contributions have been received by the limited liability company and have not been returned; provided further, however, that in all events the Operating Agreement may specifically contain special allocations of profits and losses among different classes of Members. Further, in accordance with Fla. Stat. §608.4231, these Articles and/or the Operating Agreement may limit any Members' or class of Members' ability to vote on certain items such as the composition of management as set forth in Article VIII hereof.

**ARTICLE VII - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

**ARTICLE VIII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by two (2) Managers, FREDERICK B. GEIBELT and ROBERT FRAMARIN, during their lifetimes and no other persons or individuals shall have the right to so manage this Limited Liability Company unless FREDERICK B. GEIBELT and ROBERT FRAMARIN, or their survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by FREDERICK B. GEIBELT and ROBERT FRAMARIN until both have resigned, died, or retired, or consent to a

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TALLAHASSEE, FLORIDA

Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, FREDERICK B. GEIBELT or ROBERT FRAMARIN , in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the names and addresses of the Managers of this Limited Liability Company are:

<u>Name of Manager</u>	<u>Address</u>
FREDERICK B. GEIBELT	2300 Palm Beach Lakes Blvd. - Suite 302 West Palm Beach, Florida 33409
ROBERT FRAMARIN	2300 Palm Beach Lakes Blvd. - Suite 302 West Palm Beach, Florida 33409

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from this Limited Liability Company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager or Managers herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

**ARTICLE IX – OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, which may be divided into different classes or groups in accordance with Fla. Stat. §608.4231(1); provided, however, that the total maximum aggregate number of ownership units of all classes shall not exceed ten thousand (10,000) units.

The Manager shall determine the number and class of each unit. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units of that class outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units of that class outstanding is the denominator. Each Member of each class shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Article VI of these Articles if the Operating Agreement is silent as to that matter.

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TALLAHASSEE, FLORIDA

**ARTICLE X – PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment, purchase and sale of real properties and the operation of such real properties.

**ARTICLE XI - OPERATING AGREEMENT**

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. To the extent that no Operating Agreement is adopted by Members, then these Articles of Organization

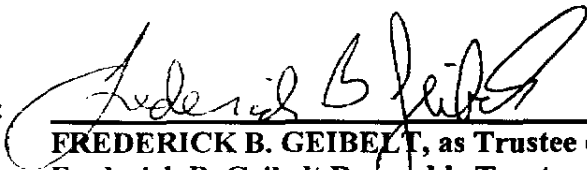
and, to the extent not inconsistent with these Articles of Organization, Fla. Stat. Chapter 605 shall  
govern relations among the Members, Managers and this Limited Liability Company.

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JUN 29 A 10:24

**IN WITNESS WHEREOF**, the undersigned, members of this limited liability company  
have executed these Articles of Organization on this 14 day of JUNE, 2005.

STATE  
TALLAHASSEE, FLORIDA

**TROPICAL AMERICAN PROPERTIES, L.L.C.**

By:   
**FREDERICK B. GEIBELT**, as Trustee of the  
Frederick B. Geibelt Revocable Trust  
Agreement dated April 28, 1997, Member

By:   
**ROBERT FRAMARIN**  
Member



STATE OF FLORIDA )  
 ) SS  
COUNTY OF MONROE )

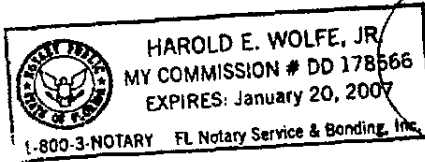
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME personal appeared **FREDERICK B. GEIBELT**, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14<sup>th</sup> day of June, 2005.



Harold E. Wolfe, Jr.  
Signature of Notary Public  
Harold E. Wolfe, Jr.  
Printed Name of Notary Public  
Notary Public, State of Florida at Large  
DD 178666  
Serial Number of Commission

My commission expires:  
01/20/07  
[Notarial Stamp or Seal]

STATE OF FLORIDA )  
 ) SS  
COUNTY OF MONROE )

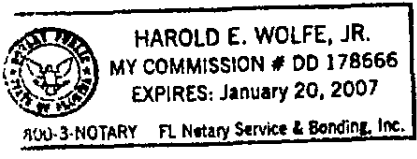
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME personal appeared **ROBERT FRAMARIN**, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14<sup>th</sup> day of June, 2005.



Harold E. Wolfe, Jr.  
Signature of Notary Public  
Harold E. Wolfe, Jr.  
Printed Name of Notary Public  
Notary Public, State of Florida at Large  
DD 178666  
Serial Number of Commission

My commission expires:  
01/20/07  
[Notarial Stamp or Seal]

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

**FILED**

2005 JUN 29 A 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **TROPICAL AMERICAN PROPERTIES, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of West Palm Beach, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.**, located at 2300 Palm Beach Lakes Blvd. - Suite 302, West Palm Beach, Florida 33409, as its agent to accept service of process.

Signature:   
**FREDERICK B. GEIBELT, Trustee**

Signature:   
**ROBERT FRAMARIN**

Title: **Members**

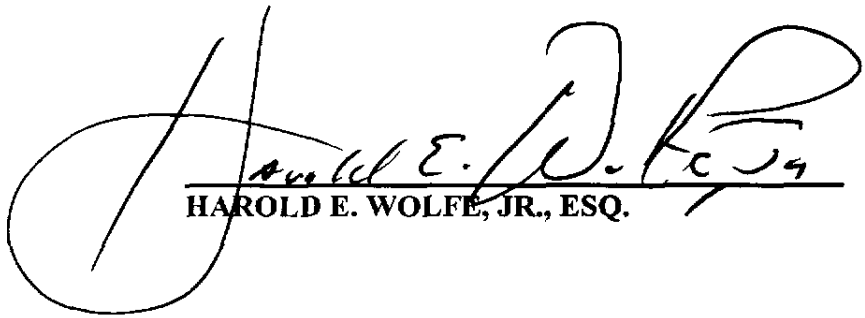
Date: June 14, 2005

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT** **FILED**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

2009 JUN 29 A 10:24  
STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT:**

  
HAROLD E. WOLFE, JR., ESQ.

6/14/05  
DATE