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SEC. OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: HOMEWISE HOLDINGS, L.L.C.  
(Name of Limited Liability Company)

FILED  
05 JUL 18 PM 5:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

TERRENCE McLEAN

(Name of Person)

(Firm/Company)

401 E. 34TH STREET, APT. S5K

(Address)

NEW YORK, NY 10016

(City/State and Zip Code)

For further information concerning this matter, please call:

WILLIAM B. GRAHAM

(Name of Person)

at ( 850 ) 222-2107

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION  
FOR  
HOMEWISE HOLDINGS, L.L.C.

a Florida Limited Liability Company

FILED  
05 JUL 18 PM 5:29  
SECRETARY OF STATE  
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 HomeWise Holdings, L.L.C. and its principal office shall be located at 305 S. Gadsden Street, in the City of Tallahassee, County of Leon, State of Florida, but it 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

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 of 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 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.

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 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.

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 and managers of this limited liability company. This

Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve as managers are Andrew P. Di Loreto, 160 Belden Hill Road, Wilton, CT 06897 and Terrence M. McLean, 515 Anchor Rode Drive, Naples, FL 34103.

#### 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 only be sold or otherwise transferred after full compliance with the terms of the operating agreement.

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 to the limited liability company by the members shall be made in an amount sufficient to fund the company's activities. Additional contributions will be made as required for investment purposes, as determined by the members.

#### 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.

The distributive share of the profits shall be determined and paid to the members in the manner provided for in the Operating Agreement of this Company.

(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 a manner proportionate to their ownership interest as set forth above.

#### ARTICLE VIII. DURATION

This limited liability company shall exist until January 1, 2055 or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

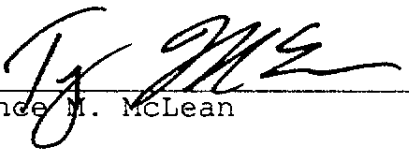
#### ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 305 South Gadsden Street, City of Tallahassee, County of Leon, State of Florida, and the name of the company's initial registered agent at that address is William B. Graham.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of HomeWise Holdings, L.L.C.

Executed by the undersigned on July 15, 2005 (date)

  
\_\_\_\_\_  
Andrew P. Di Loreto

  
\_\_\_\_\_  
Terrence M. McLean

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY  
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.**

1. The name of the limited liability company is:

HOMEWISE HOLDINGS, L.L.C.

2. The name and address of the registered agent and office is:

William B. Graham

(Name)

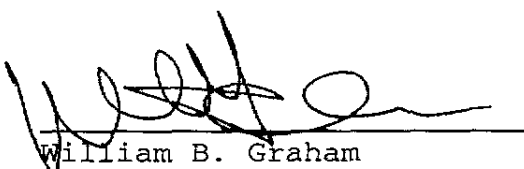
305 SOUTH GADSDEN STREET

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE, FL 32301

(City/State/Zip)

*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.*

  
William B. Graham

7/18/05  
(Date)