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July 8, 2005

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: 501 Palm L.L.C.

To Whom It May Concern:

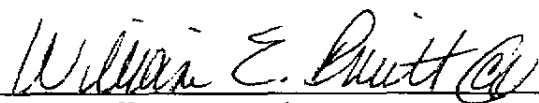
Enclosed please find an original and one copy of the Articles of Organization of 501 Palm L.L.C. Also, please find our check in the amount of \$155.00 for the filing fee and designation of Registered Agent fee, and one certified copy of the Articles.

If you should have any questions, please contact our office. Thank you for your cooperation in this matter.

Sincerely,

PRUITT & PRUITT, P.A.

By



William E. Pruitt

WEP/cs  
Enclosures

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TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

### **ARTICLES OF ORGANIZATION OF 501 PALM L.L.C.**

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 501 PALM L.L.C., and its principal office shall be located at 1400 Alabama Avenue, Suite 20, West Palm Beach, County of Palm Beach, State of Florida, and the mailing address shall be 1400 Alabama Avenue, Suite 20, West Palm Beach, Florida 33401, 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, 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.

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 of this limited liability company. This Article may be amended from time to time in the operating agreement or regulations of the limited

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liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE IV**

##### **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

- (1) Vincent G. Burkhardt - 1400 Alabama Avenue, Suite 20, West Palm Beach, Florida 33401 - MGRM
- (2) Sharon H. Burkhardt - 1400 Alabama Avenue, Suite 20, West Palm Beach, Florida 33401 - MGRM

#### **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 not be sold or otherwise transferred except with unanimous written consent of all members.

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**

##### **DURATION**

This limited liability company's existence shall be perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1400 Alabama Avenue, Suite 20, West Palm Beach, County of Palm Beach, State of Florida, 33401, and the name of the company's initial registered agent at that address is Vincent G. Burkhardt.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 501 PALM L.L.C.

Executed by the undersigned at West Palm Beach, Palm Beach County, Florida, on July 6, 2005.

By

Vincent G. Burkhardt  
VINCENT G. BURKHARDT

The forgoing instrument was acknowledged before me this 6th day of July, 2005 (date) by VINCENT G. BURKHARDT (name of acknowledging member or agent), on behalf of 501 PALM L.L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification.

Cheryl L. Stewart  
Notary Public

CHERYL L. STEWART  
Printed Name

Commission No. \_\_\_\_\_



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

STATE OF FLORIDA

COUNTY OF PALM BEACH

Pursuant to the provisions of Section 608.407 (1) (d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is 501 PALM L.L.C.

The name of the registered agent for 501 PALM L.L.C. is Vincent G. Burkhardt, and the street address of the company's registered office where the agent is located is 1400 Alabama Avenue, Suite 20, West Palm Beach, Florida 33401. This statement is to acknowledge that as indicated above, 501 PALM L.L.C. has appointed me, Vincent G. Burkhardt, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED

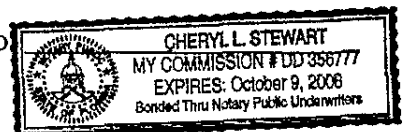
July 6, 2005  
Vincent G. Burkhardt  
VINCENT G. BURKHARDT  
(signature of registered agent)

The foregoing instrument was acknowledged before me this 6th day of July, 2005, by VINCENT G. BURKHARDT, agent on behalf of 501 PALM L.L.C. He is personally known to me or has produced \_\_\_\_\_ as identification.

Cheryl L. Stewart  
Notary Public

CHERYL L. STEWART  
Printed Name

Commission No



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