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**LIMITED LIABILITY COMPANY**

**MANILA PROPERTIES HOLDINGS, L.L.C.**

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Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION  
OF  
MANILA PROPERTIES HOLDINGS, L.L.C.

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 MANILA PROPERTIES HOLDINGS, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 711 Commerce Drive, #11, Venice, Florida 34292.

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are J. KEVIN DRAKE, ESQ., of DOOLEY & DRAKE, P.A., 1432 First Street, Sarasota, Florida 34236.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of all the remaining members.

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## ARTICLE VIII -- MANAGEMENT

The company shall be managed by the members 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 name and address of the member of the company are:

MYRON GAY

## ADDRESS

740 Commerce Drive, #11  
Venice, Florida 34292

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Sarasota County, Florida, on the 22<sup>nd</sup> day of July, 2005.

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 22<sup>nd</sup> day of July, 2005, by J. KEVIN DRAKE, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Tracy L. Packard  
Print: Tracy L. Packard  
My Commission Expires 11-4-06

[SEAL]



My Commission DD150588  
Expires November 04, 2006

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J. Kevin Drake, Esq.  
Print Name: J. Kevin Drake, Esq.  
Organizer

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SECRETARY OF STATE

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CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, MANILA PROPERTIES HOLDINGS, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is MANILA PROPERTIES HOLDINGS, L.L.C.
2. The name and street address of the registered agent in Florida are:

J. Kevin Drake, Esq.  
DOOLEY & DRAKE, P.A.  
1432 First Street  
Sarasota, Florida 34236

The undersigned, being the person named in the articles of organization of MANILA PROPERTIES HOLDINGS, L.L.C., 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 accepts the obligations of the position of registered agent.

Registered Agent

J. KEVIN DRAKE, ESQ.

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 22<sup>nd</sup> day of July, 2005, by J. KEVIN DRAKE, ESQ., who is personally known to me.

Notary Public

Print Name: Tracy L. Packard

(NOTARIAL SEAL)

Tracy L. Packard

My Commission DD15888

Expires November 04, 2006

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