

JUL-28-2005 13:51

P.01/06

05000074346  
Florida Department of State

Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000181500 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

RECEIVED  
05 JUL 28 AM 7:59  
DIVISION OF CORPORATION

FILED  
2005 JUL 28 AM 9:26  
TALLAHASSEE, FLORIDA

**LIMITED LIABILITY COMPANY**

**premier properties fla, l.l.c.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

J. BRYAN JUL 29 2005

HO 5000181500

**ARTICLES OF ORGANIZATION OF  
PREMIER PROPERTIES FLA, L.L.C.**

The undersigned certifies that we have associated ourselves together for the purposes 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 **PREMIER PROPERTIES FLA, L.L.C.**, and its principal office and mailing address are located a 102 Pearl Avenue South, Nokomis, Florida 34275 in the County of Sarasota, State of Florida, but it shall have the power of 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.

HO 5000<sup>1</sup>181500

FILED  
2005 JUL 28 AM 9:26  
TALLAHASSEE, FLORIDA

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

FILED  
2005 JUL 28 AM 9:26  
TALLAHASSEE, FLORIDA

**ARTICLE IV****MANAGEMENT**

This limited liability company is to be managed by one (1) manager. The name and address of the person/entity that shall serve as manager until the first annual meeting of members or until a successor is elected and qualified are as follows:

Patrick J. Bloomer  
102 Pearl Avenue South  
Nokomis, Florida 34275

**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, unless specifically permitted in the Regulations and Operating Agreement for the Company.

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 majority consent of the remaining members.

**ARTICLE VI****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. Each member shall be entitled to the distributive share of the profits specified as follows:

PATRICK J. BLOOMER 100%

(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 the following share:

PATRICK J. BLOOMER 100%

FILED  
2005 JUL 28 AM 9:26  
TALLAHASSEE, FLORIDA

**ARTICLE VII****DURATION**

The date and time when the existence of the limited liability company shall commence is on the date of filing of these Articles with the Florida Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII****INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 102 Pearl Avenue South, City of Nokomis, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Patrick J. Bloomer.

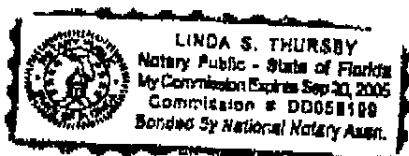
Under penalties of perjury, the undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **PREMIER PROPERTIES FLA, L.L.C.** and that the facts stated herein are true and correct.


Executed by the undersigned on July 27, 2005.

  
Patrick J. Bloomer  
Member

State of Florida  
County of Manatee

Before me this 31st day of August, 2004, personally appeared Patrick J. Bloomer, as Member and on behalf of **PREMIER PROPERTIES FLA, L.L.C.** who is personally known.



  
Notary Public  
My Commission Expires:

2005 JUL 28 AM 9:26  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF MANATEE

Pursuant to the provisions of Sections 608.415 and 608.507 of the Florida Statutes, the undersigned 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: **PREMIER PROPERTIES FLA, L.L.C.**

The name of the registered agent for **PREMIER PROPERTIES FLA, L.L.C.**, is **PATRICK J. BLOOMER**, and the street address of the company's principal office where the agent is located is 102 Pearl Avenue South, Nokomis, Florida 34275.

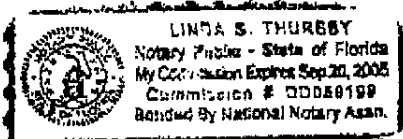
This statement is to acknowledge that, as indicated above, **PREMIER PROPERTIES FLA, L.L.C.** has appointed me, **PATRICK J. BLOOMER**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

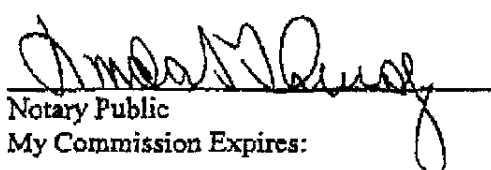
Dated this 27th day of July, 2005.

  
PATRICK J. BLOOMER

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th day of July, 2005, by **PATRICK J. BLOOMER**, as registered agent, on behalf of **PREMIER PROPERTIES FLA, L.L.C.**, a limited liability company, who is personally known to me.



  
Notary Public  
My Commission Expires:

5  
H05000181500