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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

July 11, 2005

Re: Articles of Organization for the newly formed Limited Liability Company, LLP,
LLC.

Ladies & Gentlemen,

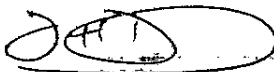
I have enclosed the Articles of Organization for the above mentioned Limited liability
Company, and a check in the amount of \$125.00 representing full payment for filing the
Articles of Organization and the Designation and Acceptance of the Registered Agent.

Please return the Articles of Organization to the Manager and Registered Agent at:

Lawrence H. Dugan, Jr. PA
270 South County Road
Palm Beach, Florida 33480

Thank you in advance for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "LH Dugan", enclosed within a hand-drawn oval.

Lawrence H. Dugan, Jr.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 20, 2005

LAWRENCE H. DUGAN, JR.
270 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

SUBJECT: LLP, LLC
Ref. Number: W05000034673

We have received your document for LLP, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 405A00047642

Your filing will be considered abandoned.
Please refer to the enclosed document about why a copy of this letter will be sent to you.

7.11

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION of LLP, LLC.

The undersigned certify 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 of 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 LLP, LLC., and its principal office shall be located at 270 South County Road, in the City of Palm Beach, County of Palm Beach, State of Florida, 33480, 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
PURPOSE 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 Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set fourth 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 business, good will, right, 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 such contracts.

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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 extent 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 fourth 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 purpose 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 majority vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by its members. The name and address of the person who shall serve until the first annual meeting of members, or until a successor is elected and qualified shall be Lawrence S. Karp whose address is 6586 Geneva Street, Lake Worth, Florida 33467. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Lawrence S. Karp	6586 Geneva Street Lake Worth, Florida 33467
Legacy LLC	270 South County Road Palm Beach, Florida 33480
Peter Steiner	7234 Windy Preserve Lake Worth, Florida 33467

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority 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, pledged or otherwise transferred except with majority written consent of all of the 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
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Dollars and no cents (\$10.00) per unit or percent of ownership shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in proportion to their percentage of ownership in the company.

**ARTICLE VII
PROFITS AND LOSSES**

- (a) Profit Sharing. The members capital accounts shall be credited 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 initially be entitled to a distributive share of the profits as specified and set fourth by the percentages alongside the name of the member as follows:

Lawrence S. Karp	33.33%
Legacy, LLC	33.33%
Peter Steiner	33.33%

The member's share of the profits shall be determined and credited to the member's capital account each year at the close of the tax year of the limited liability company, the month and day of the closing of the tax year being December 31.

- (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 shares as specified and set forth by the percentages alongside the name of each member.

Lawrence S. Karp	33.33%
Legacy, LLC	33.33%
Peter Steiner	33.33%

- (c) Distributions. Distributions of profits and or capital will be made from time to time by majority vote.

**ARTICLE VIII
DURATION**

This limited liability company shall exist until December 31, 2044, or until dissolved in a manner provided by law, or as provided in the regulations 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 270 South County Road, City of Palm Beach, County of Palm Beach, State of Florida, 33480, and the name of the company's initial registered agent at that address is Lawrence H. Dugan, Jr. PA

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of LLP, LLC.

Executed by the undersigned at Lake Worth, Florida, on July 11, 2005.

A handwritten signature in black ink, appearing to read "LH Dugan, Jr.", enclosed within a circular scribble.

Lawrence H. Dugan, Jr.

State of Florida
County of Palm Beach

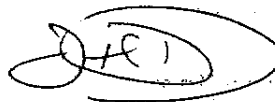
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is LLP, LLC.

The name of the registered agent for the LLP, LLC., is Lawrence H. Dugan, Jr., and the street address of the company's principle office where the agent is located is 270 South County Road, Palm Beach, Florida 33480.

This statement is to acknowledge that, as indicated above, LLP, LLC., has appointed me, Lawrence H. Dugan, Jr., 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.

July 11, 2005

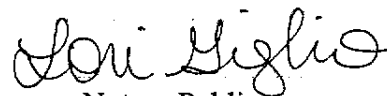


Lawrence H. Dugan, Jr. (Registered Agent)

The foregoing instrument was acknowledged before me this 11 day of July 2005, by Lawrence H. Dugan, Jr., on behalf of LLP, LLC., a limited liability company. He is personally known to me YES ~~NO~~) or has produced his photo Florida Driver's License # _____ as proper identification.



Lori Giglio
My Commission DD071374
Expires November 13, 2005


Notary Public