

WS000 116463

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

WDI BLUE HERON, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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(4)

ARTICLES OF ORGANIZATION
OF
WDI BLUE HERON, LLC

Under the Florida Limited Liability Company Act

ARTICLE I
NAME

The name of this limited liability company is WDI BLUE HERON, LLC (hereinafter "the Company").

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 9704 West Lake Court, Boca Raton, FL 33434.

ARTICLE III
DURATION

The period of duration for the Company is perpetual; except that the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The Company's initial registered agent in Florida is Kenneth C. Bronchick, whose address is 100 W. Cypress Creek Road, Suite 910, Fort Lauderdale, FL 33309.

ARTICLE V
MANAGEMENT

The Company is to be managed by two (2) Managers. The persons who will serve as Managers until the first annual meeting of members or until their successors are elected and qualified are:

Roger W. Livingston
9704 West Lake Court
Boca Raton, FL 33434

Kenneth Rymut
5567 S.W. 8 Place
Margate, FL 33068

ARTICLE VI
MEMBERS CANNOT BIND THE COMPANY

This Company is managed exclusively by the Managers, and members have no authority to bind it.

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ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Members of the Company have the right to admit new members only upon the written consent of all existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted. An assignee of a member's interest in the Company may become a member only if all existing members consent in writing.

ARTICLE VIII
INVOLUNTARY ASSIGNMENT OF MEMBER INTEREST

In the event that a Member's interest in the Company is taken involuntarily, by levy, foreclosure, charging order, execution, or other similar proceeding, the Company shall not dissolve. The assignee of the Member's interest shall be entitled to no more than to receive the profits and losses attributable to said interest and shall not be entitled to participate in any respect in the management or administration of the Company's business or affairs.

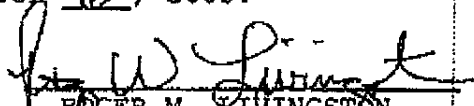
ARTICLE IX
LIMITATION ON MEMBER WITHDRAWAL

No Member of the Company has the right to withdraw or reduce his capital contribution to the Company except upon the written consent of majority of the members.

ARTICLE X
BUSINESS PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Florida Limited Liability Company Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on December 6, 2005.


ROGER M. LIVINGSTON


KENNETH RYMUT

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for WDI BLUE HERON, LLC at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act 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: December 6, 2005

By:



Kenneth C. Bronchick, Esq.

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