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TALLAHASSEE, FLORIDA

J. BRYAN JAN 10 2006

BETH W. MILLER, P. A.

BETH WILLARD MILLER

COUNSELLOR AT LAW

645 VASSAR STREET
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January 4, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

OVERNIGHT MAIL

FILED
2006 JAN -5 AM 8:52
TALLAHASSEE, FLORIDA

RE: Articles of Organization of ESI Properties, LLC
Our File Younes/ESI Properties, LLC

Gentlemen:

Enclosed are the original and one copy of the Articles of Organization of the above-mentioned limited liability company, together with our firm's check in the amount of \$155.00 for the following:

(a)	Filing Articles of Organization	\$ 100.00
(b)	Certified copy of Articles	\$ 30.00
(c)	Registration of Registered Agent	<u>\$ 25.00</u>

Total **\$ 155.00**

Please send a certified copy of the Articles of Organization to the undersigned.

Thank you.

Sincerely yours,

Beth W. Miller

Beth W. Miller

BWM/ek
Enc.

**ARTICLES OF ORGANIZATION OF
ESI PROPERTIES, LLC**

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be **ESI Properties, LLC**.

**ARTICLE II
PURPOSE**

This limited liability company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial place of business and mailing address of this limited liability company shall be 9561 Lavill Lane, Windermere, Florida 34786, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Company shall be Joseph Younes.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

The Company is to be managed by the members, such that the Company is to be a member managed company.

**ARTICLE V
REGULATIONS**

At the time of executing these articles of organization, the members of the Company may adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these article.

The power to alter, amend or repeal these regulations shall be vested in all the members of the Company.

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**ARTICLE VI
PROPERTY**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company, by purchase or otherwise, shall be held and owned, and conveyance shall be made in the name of the Company.

**ARTICLE VII
DISTRIBUTION OF EARNINGS**

The members of the Company shall have the sole discretion whether to issue earnings to the members or retain the same, either in whole or in part. The members shall not be required to provide a reason for the determination to retain such earnings.

**ARTICLE VIII
TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in the Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of § 608.432, Florida Statutes.

**ARTICLE XII
NOTICE TO MEMBERS**

All notices to the members of the Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

**ARTICLE XIII
DURATION OF EXISTENCE**

The Company's existence shall begin on January 4, 2006, and shall be perpetual.

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IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 4th day of January, 2006.

WITNESSES

Elinor Knight
Elinor Knight

Beth W. Miller
Beth W. Miller

Joseph P. Younes
Joseph P. Younes, Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this 4th day of January, 2006, before me, an officer duly qualified to take acknowledgments, personally appeared Joseph P. Younes, who is personally known to me, and who has executed the foregoing instrument, acknowledged before me that he executed the same, and who did not take an oath.



Beth W. Miller
Beth W. Miller, Notary Public

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.

Joseph P. Younes
Joseph P. Younes