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SECRETARY OF STATE

106-10989

COVER LETTER

TO: Registration Section Division of Corporations
SUBJECT: Florida Keys Planning & Development, LLC (Name of Limited Liability Company)
The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:
Jose-Mari G. Papa
(Name of Person)
(Firm/Company)
57525 Goodley Street
(Address)
Marathon, FL 33050
(City/State and Zip Code)
For further information concerning this matter, please call:
Jose Mari-G. Papa <u>at 305 289-2514</u> <u>AB & T</u>
(Name of Person) (Area Code & Daytime Telephone Number)
For further information concerning this matter, please call: Jose Mari-G. Papa (Name of Person) (Area Code & Daylime Telephone Number) Enclosed is a check for the following amount: \$\frac{1}{2}\$\$ Enclosed is a check for the following amount: \$\frac{1}{2}\$\$ Certificate of Status Certificate Of Status Certificate of Status
\$125.00 Filing Fee \$\ \tag{S130.00 Filing Fee & \tag{S155.00 Filing Fee & \tag{Certificate of Status} \tag{Certified Copy} \tag{Certified Copy (additional copy is enclosed)} \tag{Certified Copy (additional copy is enclosed)}

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION

OF

FLORIDA KEYS PLANNING & DEVELOPMENT, LLC

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I NAME

The name of the limited liability company (the "Company") is FLORIDA KEYS PLANNING & DEVELOPMENT, LLC.

ARTICLE II DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

ARTICLE III ADDRESS

The mailing and street address of the principal office of the Company shall be 57525 Goodle Street, Marathon, FL 33050.

ARTICLE IV REGISTERED AGENT AND OFFICE

The initial registered office of the Company shall be 57525 Goodley Street, Marathon, FL 33050, and its initial registered agent at such office shall be Jose-Mari G, Papa.

ARTICLE V ADDITIONAL MEMBERS

Additional members (as the term "member" is defined in § 608.402 (21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

ARTICLE VI CONTINUATION OF BUSINESS

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

ARTICLE VII MANAGEMENT OF THE COMPANY

The Company will be managed by its members who are as follows:

Title: Name and Address: Aref Joulani Managing Member 1177 76th Street. Ocean Marathon, FL 33050 Managing Member Mana Shahsavari 1177 76th Street. Ocean Marathon, FL 33050 Managing Member Jose-Mari G. Papa 57525 Goodley Street Marathon, FL 33050 Kelly A. Papa Managing Member 57525 Goodley Street Marathon, FL 33050

IN WITNESS WHEREOF, the undersigned, a member of the Company has executed these Articles of Organization on behalf of the Company in accordance with Section 608.407 of the Act.

Dated this 20 day of January, 2006.

Aref Joulani, Managing Member

Jose-Mari G. Papa, Managing Member

Mana Shahsavari, Managing Member

Kelly & Papa, Managing Member

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

FLORIDA KEYS PLANNING & DEVELOPMENT, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Jose-Mari G. Papa as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 57525 Goodley St., Marathon, FL 33050.

FLORIDA KEYS PLANNING & DEVELOPMENT, LLC

By:

Aref Joulani, Managing Member

FLORIDA KEYS PLANNING & DEVELOPMENT, LLC

By:

Mana Shahsayari, Managing Member

FLORIDA KEYS PLANNING & DEVELOPMENT, LLC

By: Kelly A Papa, Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the 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.

Dated this 20th day of January, 2006.

Dated this 20 day of January, 2006.

ose-Mari G. Papa, Managing Member