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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PORTO VECCHIO PROPERTIES, 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:

BARRY WEISKOPF, ESQ.

(Name of Person)

TYDINGS & ROSENBERG LLP

(Firm/Company)

100 EAST PRATT STREET, 26TH FLOOR

(Address)

BALTIMORE, MD 21202

(City/State and Zip Code)

For further information concerning this matter, please call:

BARRY WEISKOPF

(Name of Person)

at ( 410 ) 752-9700

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
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| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

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**PORTO VECCHIO PROPERTIES, LLC**  
**ARTICLES OF ORGANIZATION**

THIS IS TO CERTIFY:

That the undersigned, Barry Weiskopf, whose post office address is 100 East Pratt Street, 26th Floor, Baltimore, Maryland 21202, acting as organizer, being duly authorized to so do, does hereby form a limited liability company pursuant to Fla. Stat. §§ 608.407 and 608.408.

1. **Name.** The name of the limited liability company (which is hereinafter called the "Company") shall be "PORTO VECCHIO PROPERTIES, LLC".

2. **Purpose.** The Company is formed for the purpose of engaging in and conducting all and every kind of lawful business, including, but not limited to, acquiring, developing, financing, refinancing, making investments in, leasing and selling real estate.

3. **Principal Office and Registered Agent.**

a. The street address of the principal office of the Company in Florida is 7540 Porto Vecchio Place, Del Ray Beach, FL 33446.

b. The mailing address of the principal office of the Company is 7540 Porto Vecchio Place, Del Ray Beach, FL 33446.

c. The registered agent of the Company is Alvin M. Powers, who is a citizen of Florida and resides therein, and his address is 7540 Porto Vecchio Place, Del Ray Beach, FL 33446.

4. **Managing Member.** The name and address of the Managing Member of the Company is Alvin M. Powers, 7540 Porto Vecchio Place, Del Ray Beach, FL 33446.

5. **Limitation on Members' Authority.** In addition to the limitations described in Article 3, The authority of the members of the Company to act for the Company solely by virtue of their being members is further limited as follows: (i) no member of the Company is an agent of the Company solely by virtue of being a member, and (ii) no member has authority to act for the Company solely by virtue of being a member.


6. **Restrictions on Transfer.** The transferability of membership interests in the Company is limited by the terms and conditions of the Operating Agreement of the Company (the "Agreement") to which reference is hereby made regarding the terms and conditions under which transfers are permitted. Additionally, the interests in the Company have not been registered pursuant to the provisions of the Securities Act of 1933 or the Maryland Securities Act. Consequently, the sale, transfer, pledge, hypothecation or other disposition of any interests

in the Company is restricted and may not be accomplished except in accordance with Agreement and/or a properly filed registration statement under applicable securities law.

7. **Duration.** The duration of the Company shall be perpetual.

8. **Definitions.** Throughout these Articles of Organization, any word or words that are defined in the Florida Limited Liability Company Act, as amended from time to time ("the Act"), shall have the same meaning as provided in the Act.

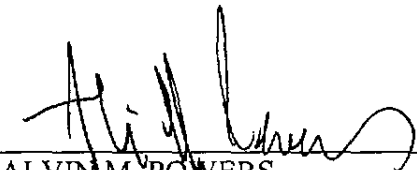
**IN WITNESS WHEREOF**, the undersigned, being duly authorized to do so by the persons forming the Company, has executed these Articles of Organization this 10<sup>th</sup> day of February, 2006 and, in accordance with Section 608.408(3) of the Florida Statutes, affirms under the penalties of perjury that the facts stated herein are true

  
\_\_\_\_\_  
BARRY WEISKOPF,  
Authorized Representative

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### CONSENT OF REGISTERED AGENT

Having been named as resident agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, Florida Statutes.

  
ALVIN M. POWERS

### AFTER RECORDATION, PLEASE RETURN TO:

BARRY WEISKOPF, ESQUIRE  
TYDINGS & ROSENBERG LLP  
100 East Pratt Street; 26<sup>th</sup> Floor  
Baltimore, Maryland 21202

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