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**William R. H. Broome, P.A.**

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February 23, 2006

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: BROOKSIDE, L.L.C.

Ladies and Gentlemen:

Enclosed you will find original Articles of Organization of BROOKSIDE, L.L.C., together with a check for the following items:

1. Filing fee	\$100.00
2. Certified copy	30.00
3. Registered Agent fee	<u>25.00</u>

TOTAL \$155.00

Kindly file the Articles and furnish a certified copy.

Thank you for your assistance.

Sincerely,

*William R. H. Broome*  
William R. H. Broome *by: dbx*

WRHB/dba

Enclosures

SIGNED IN ATTORNEY'S  
ABSENCE TO PREVENT DELAY

03 FEB 27 PM 4:33  
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
BROOKSIDE, L.L.C.  
(A Florida Limited Liability Company)

ARTICLE I

NAME

The name of the company shall be BROOKSIDE, L.L.C.

ARTICLE II

DURATION OF COMPANY

The duration of the company shall be perpetual, unless terminated according to law.

ARTICLE III

PURPOSE

The company is organized under the Florida Limited Liability Company Act, (Chapter 608, Florida Statutes, as in effect on the date of execution hereof, or as may be hereafter amended) for the specific undertaking of the acquisition, subdivision, improvement, and sale of real property. In furtherance of this undertaking, however, the company may engage in any activity or business permitted under the laws of the United States and of the State of Florida without limitation.

The company specifically may conduct all phases of business related to investments in real estate, with authority to purchase, subdivide, sell, lease and otherwise deal in and with, in any manner whatsoever, all types of property, real or personal, fixtures, equipment and all varieties of inventory, supplies, and all other types of commerce. The company is specifically permitted to engage in any legal business in any other state as well as the State of Florida.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street and mailing address of the company's initial principal office is:

BROOK BRITTAIN

4651 West 45<sup>th</sup> Street, West Palm Beach, FL, 33407

The name and office address of the registered agent is:

WILLIAM R. H. BROOME

1818 Australian Ave., S., West Palm Beach, FL 33409

#### ARTICLE V

##### CAPITAL CONTRIBUTIONS

The total cash contributed (and description and agreed value of property other than cash, if indicated below) or to be contributed to the company by its members is:

<u>Member Name</u>	<u>Contribution</u>
GEORGE BRITTAIN	\$ 500.00
BROOK BRITTAIN	<u>500.00</u>
Total	\$1,000.00

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STATE OF FLORIDA  
JAN 11 1993

#### ARTICLE VI

##### ADMISSION OF MEMBERS

No member of the company may admit any new member without the unanimous consent of all other members.

#### ARTICLE VII

##### CONTINUATION OF BUSINESS

The remaining members of the company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, only with the unanimous consent of all other members.

#### ARTICLE VIII

##### MANAGEMENT OF COMPANY BY MEMBERS

The company shall be managed by its members. Member voting shall be in proportion to the contributions of the members to the capital of the company, as adjusted from time to time, to properly reflect any additional contributions or withdrawals by the members, whose names and addresses are:

GEORGE BRITTAIN

1220 Fairview Lane, Singer Island, FL, 33404

BROOK BRITTAIN

1220 Fairview Lane, Singer Island, FL, 33404

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The existence of the company shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) business days thereafter, in which case such existence shall commence upon filing.

ARTICLE X

DISSOLUTION

The existence of the company shall be dissolved and terminate as provided in F.S. §608.441, as in force upon execution of these Articles, or as such statute may from time to time be amended.

ARTICLE XI

FORM OF MEMBERSHIP

The form of legal ownership of member interests shall be determined by the membership records of the company. Unless otherwise reflected on the records of the company, married members shall hold their ownership interests as tenants by the entireties.

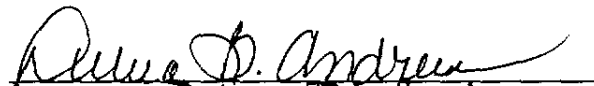
IN WITNESS WHEREOF, the above named persons have hereunto set their hands and seals this

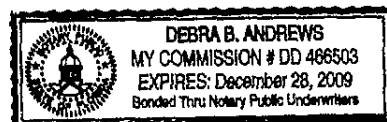
23rd day of February, 2006.

 (SEAL)  
BROOK BRITTAIN  
Authorized Member

STATE OF FLORIDA       )  
                                      )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 23rd day of February, 2006, by BROOK BRITTAIN, who is personally known to me or who has produced h/g as identification and who did not take an oath.

  
Print Name: Debra B. Andrews  
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and confirms that she is familiar with, and accepts, the obligations of the position of registered agent as provided in Chapter 608, Florida Statutes.

Dated: 2/23/06



William R. H. Broome  
Registered Agent

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