

L060000031041

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000077355 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

RECEIVED

06 MAR 23 AM 10:51

DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

seventh heaven key largo holdings, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

Electronic Filing Menu Corporate Filing Menu

J. BRYAN MAR 24 2006
Help

5

H00000071355

**ARTICLES OF ORGANIZATION OF
SEVENTH HEAVEN KEY LARGO HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be Seventh Heaven Key Largo Holdings, L.L.C. (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members"). The name of the initial Member is Susan Wallace Mangas and her business address is 7362 S.W. 120 Avenue, Miami, Florida 33183.

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 7362 S.W. 120 Avenue, Miami, Florida 33183.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 7362 S.W. 120 Avenue, Miami, Florida 33183 and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is Susan Wallace Mangas.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

**ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Company, or after the occurrence of any other event causing the involuntary dissolution of

FILED
2006 MAR 23 PM 9:58
TALLAHASSEE, FLORIDA

H060000071355

FILED
2006 MAR 23 AM 9:59
TALLAHASSEE, FLORIDA

the Company if, within ninety (90) days after such event, the remaining or surviving Members of the Company unanimously elect to continue the business of the Company.

**ARTICLE VIII
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 7362 S.W. 120 Avenue, Miami, Florida 33185, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE IX
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except with the unanimous written consent of all Members.

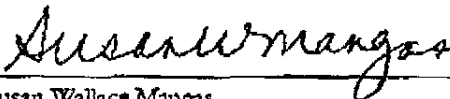
**ARTICLE X
MANAGEMENT**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name of the initial Manager is Susan Wallace Mangas and her business address is 7362 S.W. 120 Avenue, Miami, Florida 33185.

**ARTICLE XI
EXECUTION & ORGANIZER**

The person signing these articles is Susan Wallace Mangas and her mailing address is 7362 S.W. 120 Avenue, Miami, Florida 33185. The undersigned initial organizer hereby certifies that the foregoing constitutes the Articles of Organization of Seventh Heaven Key Largo Holdings, LLC.

Dated this ___ day of March, 2006.



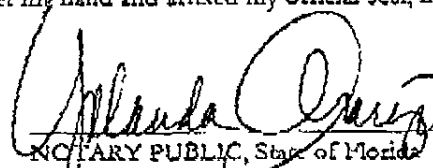
Susan Wallace Mangas
Organizer

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Susan Wallace Mangas, known to me and known by me to be the person, who, as organizer, acknowledged before me that she executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of March, 2006.



NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



Yolanda Arzujo
MY COMMISSION # DD107509 EXPIRES
July 7, 2006
DENIED THROUGH FARM INSURANCE INC.

FILED
2006 MAR 23 AM 9:59
TALLAHASSEE, FLORIDA

Page 4 of Articles of Organization of
SEVENTH HEAVEN KEY LARGO HOLDINGS L.L.C.

REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for **SEVENTH HEAVEN KEY LARGO HOLDINGS, L.L.C.**, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 22nd day of March, 2006.

REGISTERED AGENT

Susan Wallace Mangas
Susan Wallace Mangas
7362 S.W. 120 Avenue
Miami, Florida 33183

SWORN TO AND SUBSCRIBED before me by Susan Wallace Mangas this March 22, 2006; who is personally known to me ☒ or who has produced her driver's license as identification ☒.

Yolanda Ardujo
NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



Yolanda Ardujo
MY COMMISSION # DD107507 EXPIRES
July 7, 2008
NOTED THRU TROY / M. ROSEMAN, INC.

FILED
2006 MAR 23 AM 9:59
TALLAHASSEE, FLORIDA

SEVENTH HEAVEN KEY LARGO HOLDINGS L.L.C.