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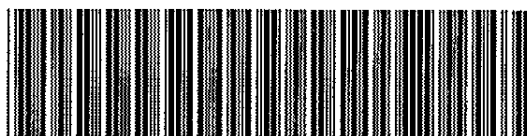
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DB

Michael D. Chiumento  
Michael D. Chiumento III  
William J. Bosch  
Jay W. Livingston

# CHIUMENTO & ASSOCIATES

ATTORNEYS AT LAW P.A.

Telephone: (386)445-8900  
Fax: (386)447-1336  
Real Estate Fax: (386)445-6702

August 9, 2006

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Big Tree Plaza, LLC**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Correction for Big Tree Plaza, L.L.C. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

Sincerely,



Brenda L. Digby  
Legal Assistant

bd  
Enc.

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 16, 2006

BRENDA L. DIGBY  
CHIUMENTO & ASSOCIATES P.A.  
4 OLD KINGS ROAD NORTH, SUITE B  
PALM COAST, FL 32137

SUBJECT: BIG TREE PLAZA L.L.C.  
Ref. Number: L06000071177

We have received your document for BIG TREE PLAZA L.L.C., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 706A00050662

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DIVISION OF CORPORATIONS  
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**ARTICLES OF CORRECTION  
FOR  
BIG TREE PLAZA, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached Articles of Organization or application to transact business in Florida.

The name of the limited liability company is:

BIG TREE PLAZA, L.L.C.  
Filed on July 17, 2006

The paragraph entitled: Article V – Members shall be deleted and replaced with the following:

**ARTICLE V – MEMBERS**

The initial members of the limited liability company are as follows:

Miral Corp., a Florida corporation  
14011 Ventura Blvd.  
Suite 211  
Sherman Oaks, CA 91423

C.M.C. Family, L.L.C., a Florida limited liability company  
825 John Anderson Drive  
Ormond Beach, FL 32176

Dated: 8/9, 2006



Signature of a member of authorized representative

Michael D. Chiumento III

Typed or printed name

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DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION  
FOR  
BIG TREE PLAZA, L.L.C.  
a Florida Limited Liability Company

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company shall be BIG TREE PLAZA L.L.C.

**ARTICLE II - DURATION\CONTINUATION**

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Chiumento & Associates, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE V - MEMBERS**

The initial members of the limited liability company are as follows:

Miral Corp., a Florida corporation  
14011 Ventura Blvd  
Suite 211  
Sherman Oaks, CA 91423

C.M.C. Family Corporation, a Florida corporation  
4 Old Kings Road North  
Suite B  
Palm Coast, FL 32137

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

## ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by a manager or managers and is, therefore, a manager-managed Company. The manager is as follows:

<u>Name</u>	<u>Address</u>
Marc Mirbod	14011 Ventura Blvd. Suite 211 Sherman Oaks, CA 91423

## ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, shall be also signed by the member to be added.

## ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

## ARTICLE X - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

## ARTICLE XI - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

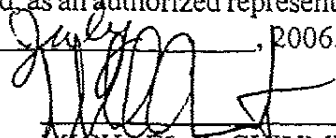
## ARTICLE XII - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

## ARTICLE XIII - SINGLE PURPOSE

The Company shall not (a) engage in any business or activity other than the ownership and operation of that certain real property located in Flagler County, Florida, as more particularly described on Exhibit A attached hereto ("Property"), and the development of the Property and the sale and leasing of condominium units to be developed on the Property ("Corporate Purposes"; (b) acquire or own any material assets other than (i) the Property; and (ii) such incidental personal property as may be necessary to the Corporate Purposes; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the first mortgagee on the Property, its successors and assigns ("Lender") until the loan from Lender is satisfied; (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company's Articles of Organization, Operating Agreement, or similar organizational documents; or (e) commingle its assets with the assets of any of its members affiliates, principals or of any other person or entity.

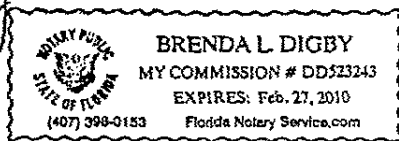
IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 14<sup>th</sup> day of July, 2006.

  
MICHAEL D. CHIUMENTO, III  
Authorized Representative of a Member

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, III, who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 14<sup>th</sup> day of July, 2006.



Brenda L. Digby  
Notary Public, State of Florida  
My commission expires: 2/27/2010

Having been named as registered 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.

CHIUMENTO & ASSOCIATES, P.A.

By: [Signature]  
MICHAEL D. CHIUMENTO,  
REGISTERED AGENT:  
DATE:

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06 JUL 17 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# Exhibit "A"

## LEGAL DESCRIPTION SUPPLIED;

A PORTION OF GOVERNMENT LOTS 5 AND 6, SECTION 31, TOWNSHIP 15 SOUTH, RANGE 11 EAST, VOLUSIA COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

FROM THE SOUTHWEST CORNER OF SAID SECTION 31, RUN NORTH 01 DEGREES 25 MINUTES 09 SECONDS WEST ALONG THE WEST LINE OF SAID SECTION 31 A DISTANCE OF 1651.78 FEET TO THE BOUNDARY OF COLEMAN THIRTY ACRES, AS RECORDED IN MAP BOOK 40, PAGE 103, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA; THENCE SOUTH 84 DEGREES 45 MINUTES 19 SECONDS EAST ALONG SAID BOUNDARY A DISTANCE OF 991.04 FEET, THENCE NORTH 01 DEGREES 25 MINUTES 09 SECONDS WEST ALONG SAID BOUNDARY A DISTANCE OF 450.71 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 01 DEGREES 25 MINUTES 09 SECONDS WEST ALONG SAID BOUNDARY A DISTANCE OF 533.38 FEET TO THE SOUTH LINE OF GEORGETOWN, UNIT VI, AS RECORDED IN PLAT BOOK 46, PAGE 134, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA; THENCE SOUTH 89 DEGREES 50 MINUTES 30 SECONDS EAST ALONG SAID SOUTH LINE, AND THE NORTH LINE OF SAID GOVERNMENT LOTS 5 AND 6, A DISTANCE OF 603.89 FEET TO THE WESTERN RIGHT-OF-WAY LINE OF CLYDE HOBBS BLVD., A 100 FOOT RIGHT-OF-WAY, AS DESCRIBED IN OFFICIAL RECORDS BOOK 1031, PAGE 447, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA, AND A POINT ON THE ARC OF A CURVE CONCAVE NORTHEAST, HAVING A RADIUS OF 1939.46 FEET, A CENTRAL ANGLE OF 12 DEGREES 00 MINUTES 46 SECONDS, AND A CHORD BEARING OF SOUTH 31 DEGREES 28 MINUTES 22 SECONDS EAST; THENCE RUN SOUTHEAST ALONG THE ARC OF SAID CURVE AND SAID RIGHT-OF-WAY LINE A DISTANCE OF 430.92 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF SAID TREE RIDGE, A 100 FOOT RIGHT-OF-WAY, AS RECORDED IN OFFICIAL RECORDS BOOK 1794, PAGE 3135, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA; THENCE SOUTH 89 DEGREES 50 MINUTES 30 SECONDS EAST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 272.74 FEET TO THE P.C. OF A CURVE CONCAVE NORTHEAST, HAVING A RADIUS OF 640.00 FEET AND A CENTRAL ANGLE OF 21 DEGREES 12 MINUTES 11 SECONDS; THENCE RUN WEST ALONG THE ARC OF SAID CURVE AND SAID RIGHT-OF-WAY LINE A DISTANCE OF 231.54 FEET, THENCE NORTH 84 DEGREES 45 MINUTES 19 SECONDS WEST ALONG SAID RIGHT-OF-WAY LINE A DISTANCE

This legal includes the gas station convenience store and office site. A revised legal will be submitted upon completion of final site plan.