

Division of Corporations

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## Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DOWNTOWN DELRAY HOLDINGS, LLC

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TO: Division of Corporations  
COMPANY:  
FAX #: 18502050383  
FROM: Jeanne E. Trent, CLA  
DATE/TIME: Wednesday, September 20, 2006 4:52:30 PM

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**ARTICLES OF ORGANIZATION  
OF  
DOWNTOWN DELRAY HOLDINGS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 606, Florida Statutes.

**ARTICLE I: NAME**

The name of this limited liability company is DOWNTOWN DELRAY HOLDINGS, LLC (the "Company").

**ARTICLE II: ADDRESS**

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

Mailing Address  
P.O. Box 810387  
Boca Raton, FL 33481

Street Address  
250 E. Atlantic Avenue  
Delray Beach, FL 33444-3727

**ARTICLE III: REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Company is:

Scott A. Frank, Esquire  
c/o Arnstein & Lehr  
515 N. Flagler Drive, Suite 600  
West Palm Beach, FL 33401

**ARTICLE IV: DURATION**

The period of duration of the Company will be perpetual.

**ARTICLE V: MANAGEMENT**

The Company will be a member-managed company.

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The undersigned executed these Articles of Organization on this 20<sup>th</sup> day of September 2006.

Authorized Representative of the Members:

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Scott A. Frank, as Authorized Representative

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

DOWNTOWN DELRAY HOLDINGS, LLC

2. The name and the Florida address of the registered agent are:

Scott A. Frank, Esquire  
c/o Amstein & Lehr  
515 N. Flagler Drive, Suite 600  
West Palm Beach, FL 33401

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.



Scott A. Frank

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