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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

**SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306**

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

***ADMITTED TO BARS OF:**

**FLORIDA
GEORGIA
ALABAMA**

*** FLORIDA BAR BOARD**

CERTIFIED TAX ATTORNEY

*** FLORIDA BAR BOARD**

CERTIFIED ESTATE

**PLANNING AND PROBATE
ATTORNEY**

November 17th, 2006

SECRETARY OF STATE

Division of Corporations

409 E. Gaines Street

Post Office Box 6327

Tallahassee, Florida 32314

**Re: Recording of the Articles of Organization
for: HANK SIMPSON INVESTMENTS VII, LLC**

Dear Sir/Madam:

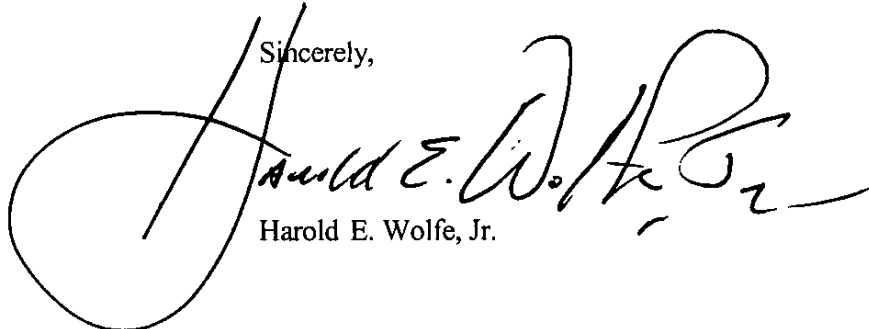
Enclosed please find the original and one (1) copy of Articles of Organization for HANK SIMPSON INVESTMENTS VII, LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
Total	\$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:fss

Enclosures

xc: Mr. Hank Simpson

ARTICLES OF ORGANIZATION
OF
HANK SIMPSON INVESTMENTS VII, LLC

The undersigned, hereby forms and creates a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, does hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and does hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "**HANK SIMPSON INVESTMENTS VII, LLC**".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

10375 N.W. 2nd Street
Coral Springs, Florida 33071

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Suite 217, West Palm Beach, FL 33409. The name of the registered agent at such registered office is **MICHAEL D. MacDONALD, C.P.A.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution

of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof. Notwithstanding Fla. Stat. §608.4237 to the contrary contained, no Member of this limited liability company shall cease to be a Member of the limited liability company merely because such Member (i) makes an assignment for the benefit of creditors, (ii) files a voluntary petition in bankruptcy, (iii) is adjudicated bankrupt or insolvent, or has entered against such Member an order for relief, in any bankruptcy or insolvency proceeding or (iv) files any petition seeking reorganization, liquidation or dissolution because of the Member's debts.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) Manager, HANK SIMPSON, during his lifetime and no other persons or individuals shall have the right to so manage this Limited liability company unless HANK SIMPSON resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by HANK SIMPSON until he resigns, dies, or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of HANK SIMPSON, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited liability company. In accordance with the foregoing, the names and addresses of the Managers of this Limited liability company are:

Name of Manager

HANK SIMPSON

Address10375 N.W. 2nd Street
Coral Springs, Florida 33071

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of making all forms of investments including securities, stocks, bonds, mortgages, real estate and the like and shall engage in the ownership of, investment in, purchase of, sale of and improvement of real and personal property including stocks, bonds, certificates of deposit and real estate, etc.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. To the extent that no Operating Agreement is adopted by Members, then these Articles of Organization and, to the extent not inconsistent with these Articles of Organization, Fla. Stat. Chapter 608 shall govern relations among the Members, Managers and this Limited liability company.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company
has executed these Articles of Organization on this 16th day of November,
2006.

**HANK SIMPSON INVESTMENTS VII, LLC,
a Florida Limited Liability Company
By Its Member**

By: Hank Simpson
**Hank Simpson as Trustee of the Hank
Simpson Revocable Trust dated
November 16, 2006**

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared HANK SIMPSON, in his capacity as the Trustee of the Hank Simpson Revocable Trust dated November 16, 2006, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of November, 2006.



Fran Silberman
Signature of Notary Public

Fran Silberman
Printed Name of Notary Public
State of Florida at Large
DD291205
Serial Number of Commission

My Commission Expires:
2/16/08
[Notarial Stamp or Seal]

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **HANK SIMPSON INVESTMENTS VII, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Coral Springs, State of Florida, has named Michael D. MacDonald, C.P.A., of 2300 Palm Beach Lakes Boulevard, Suite 217, West Palm Beach, FL 33409, as its agent to accept service of process.

Signature: 
HANK SIMPSON, as Trustee

Title: Incorporating Member

Date: November 16th, 2006

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



MICHAEL D. MacDONALD, C.P.A.

DATE: November 16th, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA