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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VCJ Property, LLC, a Florida limited liability co

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**ARTICLES OF ORGANIZATION  
OF  
VCJ PROPERTY, LLC  
A Florida Limited Liability Company  
[Single Member]**

The undersigned, acting as an authorized representative of the member of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for VCJ PROPERTY, LLC, a Florida limited liability company (the "Company").

**ARTICLE I.  
Name**

The name of the Company is VCJ PROPERTY, LLC, a Florida limited liability company (the "Company").

**ARTICLE II.  
Mailing and Street Address**

The mailing and street address of the Company's principal place of business shall be 220 MacFarlane Drive, #902, Delray Beach, FL 33483, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III.  
Principal Office**

The principal place of business for the Company shall be 220 MacFarlane Drive, #902, Delray Beach, Florida 33483.

**ARTICLE IV.  
Duration**

The Company shall exist from the date of filing these Articles with the Florida Department of State, or the later occurrence of any of the termination events specified in Florida Statute §608.441, or as may be provided in the Operating Agreement adopted by the Members, and its existence shall otherwise be perpetual.

Joel T. Strawn, Esq. (Florida Bar #095881)  
Strawn, Monaghan & Cohen, P.A.  
64 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400

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**ARTICLE V.**  
**Registered Agent and Office**

The name and address of the registered agent of the Company is Joel T. Strawn, 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

**ARTICLE VI.**  
**Management**

The Company shall be a member-managed company, within the meaning of 808.402 (22), Florida Statutes, and initially shall be managed by the following member, who shall serve as manager until the first annual meeting of the member(s) or until his successor(s) is elected and qualify, as provided in the Operating Agreement:

**Name and Title**

**Address**

Virginia Couper Johnson, Managing Member

220 MacFarlane Drive, #902  
Delray Beach, Florida 33483

**ARTICLE VII.**  
**Additional Members**

Additional members of the Company may be admitted as provided by Florida Statute 808.434(1) and provisions of Florida law.

**ARTICLE VIII.**  
**Termination of Membership**

If a member of the Company dies, retires, resigns, is terminated, its entity is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the successor member may continue the business of the Company.

**ARTICLE IX.**  
**Indemnification**

To the maximum extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no

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reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), Florida Statutes being the authorized representative of the member of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of VCJ PROPERTY, LLC, a Florida limited liability company.

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

Executed by the undersigned on January 18<sup>th</sup>, 2007

  
Joel T. Strawn, Authorized Representative  
Of the Member

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent and authorized to accept service of process for VCJ PROPERTY, LLC, a Florida limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 as provided for in Chapter 608, Florida Statutes.

  
Joel T. Strawn

Date: January 18<sup>th</sup>, 2007

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