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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## WB-JUPITER FL, LLC

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**ARTICLES OF ORGANIZATION  
FOR  
WB - JUPITER FL, LLC**

The undersigned being the authorized representative of a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

**ARTICLE I - NAME**

The name of this limited liability company is WB - JUPITER FL, LLC.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

This limited liability company's effective date shall be February 27, 2007, and its duration shall be perpetual.

**ARTICLE III - PURPOSE AND POWERS**

Subject to the provisions of Article IV hereof, in addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, joint

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stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE IV - COVENANTS WITH RESPECT TO INDEBTEDNESS; OPERATIONS AND FUNDAMENTAL CHANGES OF THE LIMITED LIABILITY COMPANY

The limited liability company is contemplating, or has entered into and received, certain financing (the "Financing") from Column Financial, Inc. (together with its successors and assigns, the "Lender"), which Financing will be secured by a first mortgage lien on certain real and other property located at 1360 North U.S. Highway One, Jupiter, Florida 33469 (the "Property"). With respect to the Financing and the Property, the limited liability company:

- (a) does not own and will not own any encumbered asset other than (i) the Property, and (ii) incidental personal property necessary for the operation of the Property;
- (b) is not engaged and will not engage in any business other than the ownership, management and operation of the Property;
- (c) will not enter into any contract or agreement with any principal, member or affiliate of the limited liability company or any affiliate of any such principal or member of the limited liability company, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;

(d) has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the Financing, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, subordinate or pari passu) by the Property;

(e) has not made and will not make any loans or advances to any third party (including any principal, member or affiliate of the limited liability company or any guarantor);

(f) is and will be solvent and pay its debts from its assets as the same shall become due;

(g) has done or caused to be done and will do all things necessary to preserve its existence and limited liability company formalities (as applicable), and will not, nor will any member thereof, amend, modify or otherwise change its organization, or operating agreement or regulations, in a manner which adversely affects the limited liability company or any such member's existence as a single-purpose, single-asset "bankruptcy remote" entity;

(h) will conduct and operate its business as presently conducted and operated;

(i) will maintain books and records and bank accounts separate from those of its affiliates, including its principals and members;

(j) will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any general partner, principal, member or affiliate);

(k) will file its own tax returns;

(l) will maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(m) will not, nor will any member or affiliate, seek the dissolution or winding up, in whole or in part, of the limited liability company;

(n) will not enter into any transaction or merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

(o) will not commingle the funds and other assets of the limited liability company with those of any member or affiliate, or any other person;

(p) has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;

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(q) has, and any operating member of the limited liability company has, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;

(r) does not and will not hold itself out to be responsible for the debts or obligations of any other person; and

(s) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the limited liability company, the limited liability company shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

The foregoing covenants in this Article IV shall remain in force and effect until such time as the Financing is paid in full.

#### ARTICLE V - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office address is 212 Caribbean Road, Palm Beach, Florida 33480 and the mailing address is c/o Douglas J. Buck, 212 Caribbean Road, Palm Beach, Florida 33480.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this limited liability company is William W. Atterbury III, Esq. and his street address is c/o Alley, Maass, Rogers & Lindsay, P.A., 340 Royal Poinciana Way, Suite 321, Palm Beach, Florida 33480.

#### ARTICLE VII - CONTINUATION OF LIMITED LIABILITY COMPANY

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the remaining member or members shall have the right to continue the business on the unanimous written consent of the remaining member or members.

#### ARTICLE VIII - MANAGEMENT

This limited liability company shall be a manager managed company and the name and address of the initial manager is:


Jupiter Cove Executive Suites, LLC, a Florida limited liability company  
212 Caribbean Road  
Palm Beach, Florida 33480

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ARTICLE IX - AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned authorized representative of a member of the limited liability company, executed these Articles of Organization this 27th day of February, 2007.

  
\_\_\_\_\_  
William W. Atterbury III, Esq.  
Authorized representative of a member

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is WB - Jupiter FL, LLC.
2. The name and address of the registered agent and office is:

William W. Atterbury III, Esq.  
c/o Alley, Maass, Rogers & Lindsay, P.A.  
340 Royal Poinciana Way, Suite 321  
Palm Beach, Florida 33480

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.

  
\_\_\_\_\_  
William W. Atterbury III, Esq.

Date: February 27, 2007

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