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(Requestor's Name)

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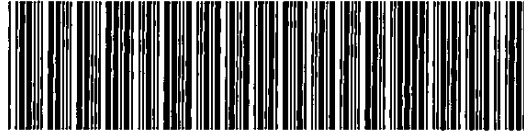
(Business Entity Name)

(Document Number)

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**RONALD K. LANTZ**

**ATTORNEY AT LAW**

**FIRST PROFESSIONAL BUILDING  
636 US HIGHWAY ONE, THIRD FLOOR  
NORTH PALM BEACH, FLORIDA 33408  
TELEPHONE: (561) 881-1140  
FACSIMILE: (561) 881-5757**

May 17, 2007

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Organization of  
All In Winding River Preserve, LLC

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization of All In Winding River Preserve, LLC, including a Designation of Registered Agent/Registered Office together with this firm's trust account check in the amount of \$155.00 for filing fees and one certified copy. Please return the Certificate of Organization and one certified copy of the Articles of Organization to this office once same is duly filed.

Thank you for your assistance in this matter.

Sincerely,



Ronald K. Lantz

/tl  
Enclosures

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**ARTICLES OF ORGANIZATION OF  
ALL IN WINDING RIVER PRESERVE, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be ALL IN WINDING RIVER PRESERVE, LLC, and its principal office shall be located at 16428 75<sup>th</sup> Avenue North, Palm Beach Gardens, Palm Beach County, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of business or businesses to be transacted, which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the State 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, good will, 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

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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 corporations, and perform any service under contract or otherwise for any corporation, joint 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.
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 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 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 III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

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This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLES IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

MGRM

Alfred J. Angelo  
16428 75<sup>TH</sup> Avenue North  
Palm Beach Gardens, Florida

Eldorado Investments – c/o Nick vonBaillou, 12171 Glenn Bay Drive,  
Wellington, FL 33414

Todd Turner – 15160 Rolling Meadows Circle, Wellington, FL 33414

George Turner – 13876 Ishnala Circle, Wellington, FL 33414

Brian Richards – 16192 Tangerine Blvd., Loxahatchee, FL 33470

Timothy McCabe – 7913 Oakmont Drive, Wellington, FL 33467

Dave Fulmer – 180 SW Sea Lion Road, Port St. Lucie, FL 33414

Jason Wasielewski – 710 Daffodil Drive, Wellington, FL 33414

Richard Angelo – 1426 Cochran Drive, Wellington, FL 33461

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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

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## ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions to the limited liability company were paid by the members as follows:

Eldorado Investments	\$100,000.00
Todd Turner	\$ 50,000.00
George Turner	\$ 50,000.00
Brian Richards	\$ 50,000.00
Timothy McCabe	\$ 50,000.00
Dave Fulmer	\$ 50,000.00
Jason Wasielewski	\$ 10,000.00
Alfred J. Angelo	\$ 75,898.99
Richard Angelo	\$ 75,898.99

Additional contributions will be made as required for investment purposes, and as determined by unanimous consent of the members. Members will make contributions in equal shares.

## ARTICLE VII PROFITS AND LOSSES

*Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to their distributive share of the profits equal to their pro-rata share of contribution less costs. The distributive share of the profits shall be determined and paid to the members upon sale.

*Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in their pro-rata share of contributions.

## ARTICLE VIII DURATION

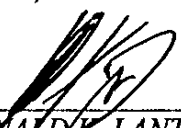
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

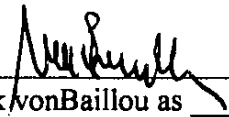
The address of the initial registered office of the limited liability company is 1850 Forest Hill Blvd., Suite 101, West Palm Beach, Florida, 33406, in Palm Beach County, and the name of the company's initial registered agent at that address is Ronald K. Lantz, Esq.

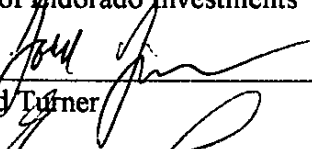
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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 as provided for in Chapter 608, F.S.*

  
RONALD K. LANTZ, ESQ.  
As Registered Agent

*The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ALL IN WINDING RIVER PRESERVE, LLC. In accordance with Section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

Executed by the undersigned at West Palm Beach on this 9th day of August, 2006.

  
By: Nick vonBaillou as  
of Eldorado Investments

  
Todd Turner

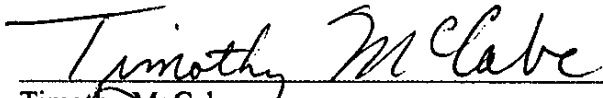
  
George Turner

  
Brian Richards

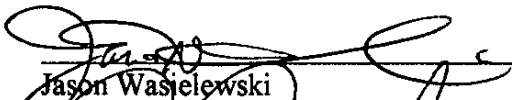
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Articles of Organization

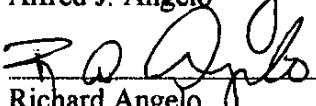
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Timothy McCabe

  
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