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FROM Gary, D

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : GARY, DYTRYCH & RYAN, P.A.
Account Number : I19990000255
Phone : (561)844-3700
Fax Number : (561)844-2388

FLORIDA/FOREIGN LIMITED LIABILITY CO

Bolton Estates, LLC

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ARTICLES OF ORGANIZATION
FOR

BOLTON ESTATES, LLC
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be BOLTON ESTATES, LLC.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing address and the street address of the company is 701 U.S. Highway One, #402, North Palm Beach, FL 33408.
4. Registered Agent and Office. The name and street address of the initial registered agent for this company is as follows: Lawrence W. Smith, 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.
6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

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7. **Management of Company.** The management of the Company is reserved to one or more managers. The names and addresses of the Managers, who shall serve until the first annual meeting of members or until their successor is elected and qualified, is:

NamesAddresses

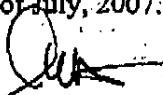
Robert M. Bolton

701 U.S. Highway One, #402
North Palm Beach, FL 33408

8. **Operating Agreement of Company.** The power to adopt, alter, amend or repeal the Operating Agreement of the limited liability company shall be vested in the member(s). The Operating Agreement adopted by the members July be repealed or altered and/or a new Operating Agreement July be adopted by the members.

9. **Informal Action of Members.** Any action of the members July be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

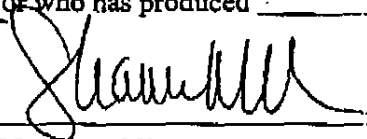
IN WITNESS WHEREOF, the undersigned authorized representative has have hereunto set his/her hand and seal this 11th day of July, 2007.


LAWRENCE W. SMITH, Authorized
Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of July, 2007, by Lawrence W. Smith who is personally known to me or who has produced _____ as identification.




Notary Public
State of Florida

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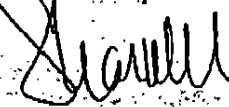
REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Lawrence W. Smith

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of July, 2007, by Lawrence W. Smith, who is personally known to me or who has produced as identification.


Notary Public, State of Florida

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