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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**DENIS A. COHRS, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

INTERVEST BANK BUILDING•2575 ULMERTON ROAD•SUITE 210•CLEARWATER•FLORIDA•33762

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April 11, 2008

**VIA FEDERAL EXPRESS**

Department Of State  
Division Of Corporations  
Corporate Filings  
409 East Gains Street  
Tallahassee, Florida 32399

**RE: Articles of Organization of FranTerra Real Estate, LLC**

Dear Madam/Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one filed-stamp copy to this office in the postage paid return envelope provided. Also enclosed is this firm's check in the amount of \$125.00, the amount necessary to file the Articles of Organization.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Michelle Pradon  
Paralegal

Enclosures

**FILED**

**08 APR 14 PM 3: 18**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLES OF ORGANIZATION  
OF  
FRANTERRA REAL ESTATE, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Limited Liability Company is **FRANTERRA REAL ESTATE, LLC**.

**ARTICLE II  
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on the date of the filing of these Articles of Organization, and it shall continue in full force and effect until dissolution pursuant to this Operating Agreement as provided in Article X of the Articles of Organization or the Regulations of this Operating Agreement or by operation of law.

**ARTICLE III  
MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business of this Limited Liability Company shall be:

**2575 Ulmerton Rd., Suite 210  
Clearwater, FL 33762**

and such other place or places as the members may from time to time determine.

**ARTICLE IV  
REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**Denis A. Cohrs  
2575 Ulmerton Rd., Suite 210  
Clearwater, FL 33762**

**ARTICLE V  
REGULATIONS**

The Members of this Limited Liability Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Limited Liability Company as decided by majority vote. Such Regulations may be contained in and be part of an Operating Agreement and designated as such.

**ARTICLE VI  
MANAGEMENT OF BUSINESS**

The conduct and management of this Limited Liability Company, pursuant to specific rules regarding the rights and duties of the Members as enumerated in the Operating Agreement of this Limited Liability Company, shall remain vested in the Members.

**ARTICLE VII  
OWNERSHIP OF PROPERTY**

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VIII  
TRANSFERABILITY OF MEMBERS' INTEREST**

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company.

**ARTICLE IX  
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

**ARTICLE X**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Limited Liability Company shall cease and terminate its existence unless the Members unanimously elect to continue in business pursuant to the applicable provisions of the Operating Agreement or Florida law.

**ARTICLE XI**  
**AMENDMENTS**

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State.

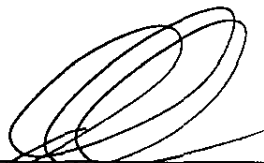
**IN WITNESS WHEREOF**, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 11<sup>th</sup> day of April, 2008.



\_\_\_\_\_  
Denis A. Cohrs, as authorized agent

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



\_\_\_\_\_  
Denis A. Cohrs  
Date: April 11, 2008

08 APR 14 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**