

Nov 20 2008 14:07

FERNAND LAMOTHE

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P. 1

Division of Corporations

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Florida Department of State  
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**L. SELLERS**

To:

Division of Corporations  
Fax Number : (850) 617-6383

NOV 21 2008

From:

Account Name : EUR-AM GROUP CONSULTANTS LLC  
Account Number : I20080000098  
Phone : (954) 636-3886  
Fax Number : (877) 800-7133

**EXAMINER**

### FLORIDA/FOREIGN LIMITED LIABILITY CO.

#### RICEWELLS PROPERTIES LLC

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## ARTICLES OF ORGANIZATION

OF

### RICEWELLS PROPERTIES LLC.

The undersigned incorporator, for the purposes of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

#### ARTICLE I NAME

The name of the Limited Liability Company shall be "RICEWELLS PROPERTIES LLC."

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company is 6007 N. Golden Beauty LN. Tamarac, FL 33321

#### ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE IV DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Fernand Lamothe  
6007 N. Golden Beauty LN.  
Tamarac, FL 33321  
(954) 636-3886

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**FAX AUDIT # H08000260404.3****ARTICLE V PURPOSES AND POWERS**

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Fernand Lamothe, 6007 N. Golden Beauty LN. Tamarac, FL 33321

**ARTICLE VII MANAGEMENT**

The Manager of the Company shall be:

Operating Manager: EUR-AM GROUP MANAGEMENT INC.  
FERNAND LAMOTHE President  
6007 N. Golden Beauty LN.  
Tamarac, Florida, 33321.

The Company is a manager-managed company.

**ARTICLE VIII ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE IX TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that 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, provided there are at least one remaining member.

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**ARTICLE X MEMBERS**

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

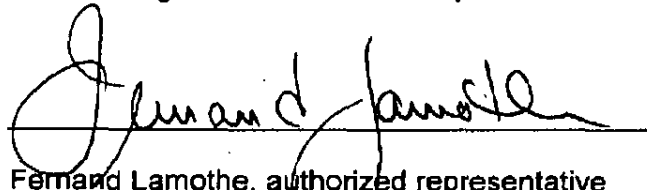
RICEWELLS FUNDS LLC. 50%  
6007 N. Golden Beauty LN.  
Tamarac, Florida, 33321

EUR-AM GROUP CONSULTANTS LLC 50%  
6007 N. Golden Beauty LN.  
Tamarac, Florida, 33321

**ARTICLE XI CLASSIFICATION**

It is the intent of the members that the Company be classified as a partnership for federal income tax purpose.

The undersigned has executed these Articles of Organization this 20<sup>th</sup> day of November 2008.

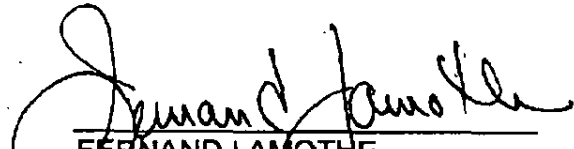
  
Fernand Lamothe, authorized representative

**CERTIFICATE DESIGNATING THE ADDRESS**

**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Company, at the place designated in its Articles of Organization, I agree to act in this capacity and to comply with the provisions of Section 807.0505 of the Florida Statutes.

Dated: November 20, 2008

  
FERNAND LAMOTHE  
Registered Agent

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