

Division of Corporations

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**Florida Department of State**  
**Division of Corporations**  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**MARTINE C. PAULIN, P.L.**

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**ARTICLES OF ORGANIZATION  
OF  
MARTINE C. PAULIN, P.L.**

The undersigned, subscribers to these Articles of Organization, hereby form a professional limited liability company under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes (the "Act"), under the laws of the State of Florida, and do agree and certify as follows:

**ARTICLE I - NAME**

The name of the professional limited liability company shall be **MARTINE C. PAULIN, P.L.** (hereinafter referred to as the "Company").

**ARTICLE II - DURATION**

This Company shall commence existence on the date these Articles of Organization are filed, and, unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

**ARTICLE III - PURPOSE**

The purpose of the Company is to engage in the practice of licensed real estate services and, to the extent permitted under applicable law, engage in any other activity for which a professional limited liability company engaged in the practice of licensed real estate services may be permitted to conduct or promote. This Company shall have all of the powers vested in a professional limited liability company organized and existing pursuant to the laws of the State of Florida.

**ARTICLE IV - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 200 Ocean Lane Drive, Suite 1109, Key Biscayne, Florida 33149. This address may be changed from time to time as provided in the Operating Agreement.

**ARTICLE V - REGISTERED AGENT**

The initial registered agent in Florida for the Company is CorpWiz Registered Agents, Inc., 8750 N.W. 36 Street, Suite 425, Miami, Florida 33178. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

**ARTICLE VI - CONTINUITY OF BUSINESS**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the

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Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

#### **ARTICLE VII - MANAGERS**

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The initial manager shall be Martine C. Paulin.

#### **ARTICLE VIII - INCORPORATION OF CHAPTER 621, FLORIDA STATUTES**

This Company is intended to be a Professional Limited Liability Company within the meaning of the Act, and accordingly, the Company, its Members, Managers, and Officers shall be subject to all of the Sections of the Act concerning the formation of the Company, the conduct of its business, and all the liabilities, rights, privileges and immunities of the Company, its Members, Managers, and Officers, as stated in the Act.

#### **ARTICLE IX - ADOPTION OF OPERATING AGREEMENT AND AMENDMENT**

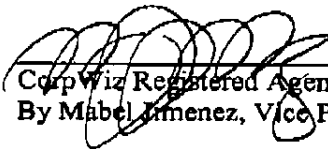
The Members of the Company reserve the right to amend and to repeal any or all provisions contained in these Articles of Organization, or any amendment hereto. The Members and the Company may adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization or the Act.

The undersigned authorized representative of a member executed these Articles of Organization on January 27, 2009.

  
\_\_\_\_\_  
J. Michael Wermuth

#### **REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

*Having been named as registered agent to accept service of process for the above stated company at the place designated in this certificate, I am familiar with and 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.*

  
\_\_\_\_\_  
CorpWiz Registered Agents, Inc.  
By Mabel Jimenez, Vice President

Date

1/27/09

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