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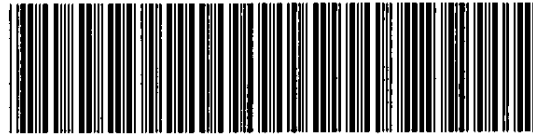
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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B. KOHR
MAR 26 2009
EXAMINER

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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APostolau-Berset 3 L.L.C.

Thank you!

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
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- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____

Signature _____

Requested by: Christina 3/26 AM
Name Date Time

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF APOSTOLOU-BERSET 3, L.L.C.

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 APOSTOLOU-BERSET 3, L.L.C., and its principal office and mailing address shall be located at One Beach Drive South East, Suite 230, St. Petersburg, Florida 33701 ; 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 the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the 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 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 the 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 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. However, day to day management shall be under the direction of the manager(s), the number of which shall be fixed by the members. 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.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed initially by four managers. The name and address of the persons who shall serve until successors are elected and qualified is as follows: Mark Berset whose address is One Beach Drive South East, Suite 230, St. Petersburg, Florida 33701; George Apostolou whose address is 275 1st Street West, Tierra Verde, Florida 33715; Pete Apostolou whose address is 700 Central Avenue, Suite 104, St. Petersburg, Florida 33701; and Derek Berset whose address is One Beach Drive South East, Suite 230, St. Petersburg, Florida 33701.

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.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions as determined in the Members' Operating Agreement.

ARTICLE VI

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.

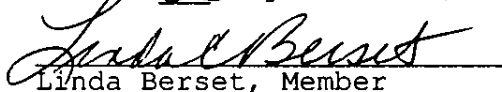
ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is One Beach Drive South East, Suite 230, St. Petersburg, Florida, 33701, and the name of the company's initial registered agent at that address is Linda Berset.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of APOSTOLOU-BERSET 3, L.L.C.

Executed by the undersigned at One Beach Drive South East, Suite 230, St. Petersburg, Florida 33701 on the 25 day of March, 2009.


Linda Berset, Member

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Pinellas

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is APOSTOLOU-BERSET 3, L.L.C.

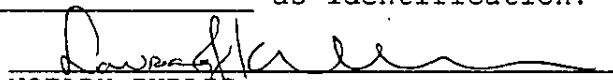
The name of the registered agent for APOSTOLOU-BERSET 3, L.L.C. is Linda Berset and the street address of the company's principal office where the agent is located is One Beach Drive South East, Suite 230, St. Petersburg, Florida 33701.

This statement is to acknowledge that, as indicated above, APOSTOLOU-BERSET 3, L.L.C. appointed me, Linda Berset, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 3/25/2009.


Linda Berset

The foregoing instrument was acknowledged before me this ___ day of March, 2009 by Linda Berset, agent on behalf of APOSTOLOU-BERSET 3, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC
My commission expires _____
Serial Number _____