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SECRETARY OF STATE FLORIDA

D. BRUCE

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EXAMINER

Burandt, Adamski & Grossman, LLP

Attorneys and Counselors at Law

Robert C. Adamski Correspondent Robert B. Burandt Keith S. Grossman 1714 Cape Coral Parkway Cape Coral, Florida 33904 Telephone:239/542-4733

Facsimile: 239/542-9203

September 30, 2009

Secretary of State Divisions of Corporations PO Box 6327 Tallahassee, FL 32314

RE:

Filing of Articles of Organization

Burandt, Adamski, Grossman and Powell, P.L.

Dear Sirs:

Please accept the enclosed original and one copy of the Articles of Organization for filing. Enclosed also is our check in the amount of \$125.00 to cover the cost of filing fee and the registered agent fee and a Certificate of Status.

Thank you for your help in this matter.

Very truly yours,

RCA/tb

Enclosure

Burandt, Adamski, Grossman & Powell, P.L.

ARTICLES OF ORGANIZATION

The undersigned certifies that the members named herein have associated themselves together for the purpose of becoming a professional limited liability company under the laws of the State of Florida, Florida statutes Chapter 608 and Chapter 621, 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 Articles of Organization and authority for the conduct of business of the limited liability company.

ARTICLE I NAME

The name of this Professional Limited Liability Company shall be **Burandt**, Adams Grossman & Powell, P.L.

ARTICLE II FORMATION

This Company is formed upon filing of these Articles of Organization with the Horita Department of State for the purpose of conducting a law practice.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of this Company is 1714 Cape Coral Parkway East, Cape Coral, Florida 33904, State of Florida, and the Company shall have the power and authority to relocate the principal office within the State of Florida and to establish branch offices at any other place or places as the members may designate.

ARTICLE IV DURATION

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V MANAGEMENT

Management of this Company is reserved to its members, who are Robert B. Burandt, Robert C. Adamski, Keith Grossman and J. Rex Powell.

ARTICLE VI ADMISSION OF MEMBERS

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 company.

A member's interest in the liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII BUSINESS CONTINUITY

On the death, retirement, resignation, expulsion, 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.

ARTICLE VIII PROFITS AND LOSSES

The sharing of profits and losses shall be in the manner provided by law and according to duly adopted agreement among the members.

ARTICLE IX POWERS OF THE COMPANY

This Company shall have all powers allowed under Florida statutes, Chapter 608 and Chapter 621, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company if further authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, goals, and interests of the Company.

ARTICLE X EXERCISE OF POWERS

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, having been named to act as Registered Agent of the limited liability company known as **Burandt**, **Adamski**, **Grossman & Powell**, **P.L.** to accept service of process at **1714 Cape Coral Parkway East**, **Cape Coral**, **Florida 33904**, does hereby accept the appointment as Registered Agent of said Company, and states that he is familiar with the obligations of the position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

DATED this 36 day of September, 2009.

Robert C. Adamski

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this ______ day of September, 2009, by Robert C. Adamski, who is personally known to me or who has produced ______ as identification and who did (did not) take an oath.

Notary Public

My Commission Expires:

EDIE PURDY
MY COMMISSION # DD 561836
EXPIRES: June 20, 2010
1-800-3-NOTARY FL Notary Discount Assoc. Co.

C:\LO\Corp\LLC - Articles & Regulations - C & B Valhalla Property LLC,wpd

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. This Article may be amended from time in the regulations of the limited liability company by a unanimous vote of the limited liability company.

ARTICLE XII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1714 Cape Coral Parkway East, Cape Coral, Florida 33904

The name of the company's initial registered agent at that address is: Robert C. Admski

EXECUTION OF ARTICLES

IN WITNESS WHEREOF, the undersigned, for the purpose of formation of the Company as herein provided under the laws of the State of Florida, does make, under the penalties of perjury, subscribe, acknowledge and file the foregoing Articles of Organization, hereby certifying the facts herein above to be true, all being done this 2c day of September, 2009.

Robert C. Adamski

1714 Cape Coral Parkway East Cape Coral, Florida 33904

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 30 day of September, 2009 by Robert C. Adamski, who are personally known to me or who has produced ______ as identification and who did (did not) take an oath.

Notary Public

My Commission Expires:

