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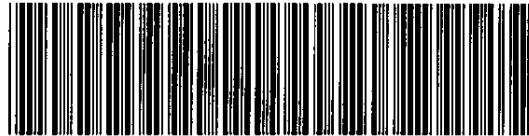
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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Charles O. Morgan, Jr., P.A.*

*Attorneys at Law*

1300 NORTHWEST 167TH STREET

SUITE 3

MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.  
LAURA M. HORTON  
TERESA A. PEREZ

TELEPHONE (305) 624-0011  
FAX (305) 624-0423  
[cmorgan@cmorganlaw.net](mailto:cmorgan@cmorganlaw.net)

September 20, 2010

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: BRICKELL CHATEAU, LLC

To Whom It May Concern:

Enclosed please find two (2) originals of the Articles of Organization for the  
aforementioned company.

Please endorse your approval of these Articles of Organization on one copy, certify  
same and return to my office.

Our check in the amount of \$155.00 is enclosed to cover the following costs:

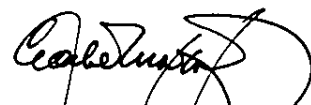
1.	Filing Fee	\$	100.00
2.	Registered Agent Designation		25.00
3.	Certified Copy		30.00
		<u>\$</u>	<u>155.00</u>

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TALLAHASSEE, FLORIDA

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Thank you for your cooperation in this matter.

Very truly yours,

  
Charles O. Morgan, Jr.

COM: pmg  
Enclosures: as stated  
cc: Eva Tolley, Ph.D

ARTICLES OF ORGANIZATION  
OF  
BRICKELL CHATEAU, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certifies that this company is formed 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. I 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 OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be BRICKELL CHATEAU, LLC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal office shall be located at 1300 NW 167<sup>th</sup> Street, Suite 3, Miami, Florida 33133. Its mailing address is the same as its principal office. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III  
PURPOSES AND POWERS

3.1 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:

a. To engage in any activity or business authorized under the Florida Statutes.

b. 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.

c. 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, 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.

d. 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.

e. 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.

f. 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.

3.2 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.

3.3 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 IV EXERCISE OF POWERS

4.1 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, one or more members of this limited liability company.

4.2 These Articles may be amended from time to time as provided in the regulations of the company.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


## ARTICLE VI

### DURATION

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

7.2 The undersigned, being the sole original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of BRICKELL CHATEAU, LLC.

Executed by the undersigned at Miami, Florida on September 20, 2010.

  
CHARLES O. MORGAN, JR., Member

STATE OF FLORIDA )  
 )  
 ) ss:  
COUNTY OF MIAMI-DADE )


I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared CHARLES O. MORGAN, JR., Personal Representative for the Everett V. Sugarbaker Estate, to me well known to be the person described herein as subscriber and who executed the foregoing Articles of Organization of BRICKELL CHATEAU, LLC and acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal this 20<sup>th</sup> day of September, 2010.



**TERESA A. PEREZ**  
**MY COMMISSION # DD 945353**  
**EXPIRES: December 17, 2013**  
 Bonded Thru Budget Notary Services

\_\_\_\_ day of September, 2010.

  
\_\_\_\_\_  
TERESA A. PEREZ  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT WHOM PROCESS MAY BE SERVED UPON**

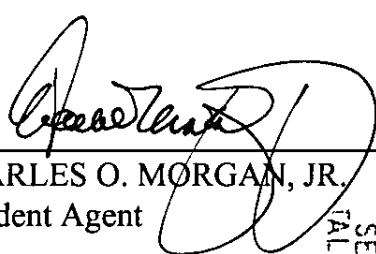
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That BRICKELL CHATEAU, LLC, a Florida limited liability company, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167<sup>th</sup> Street, Suite 3, Miami, Florida 33169 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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, pursuant to Chapter 608, of the Florida Statutes.

By: \_\_\_\_\_

  
CHARLES O. MORGAN, JR.  
Resident Agent

September 20, 2010

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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