

L95000000736



ACCOUNT NO. : 0721000000032

REFERENCE : 691660 80493A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : September 26, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 691660

CUSTOMER NO: 80493A

700001596077
-09/28/95--01001--016
***337.50 ***337.50

CUSTOMER: Ma. Lynn Pappadouploe
DOROTHY A. HUDSON, ESQ

Suite 200
2125 Windward Way
Vero Beach, FL 32963

DOMESTIC FILING

NAME: REAL ESTATE & MANAGEMENT
GROUP, L.L.C.

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
CS CO 23 PM 2:37
SAB
9/26/95

ARTICLES OF ORGANIZATION FOR
REAL ESTATE & MANAGEMENT GROUP, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

FILED

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ARTICLE I
Name

The name of the Limited Liability Company is:

REAL ESTATE & MANAGEMENT GROUP, L.L.C.

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is:

2925 Cardinal Drive
Vero Beach, FL 32963

ARTICLE III
Duration

The period of duration for the limited Liability Company shall be perpetual.

ARTICLE IV
Management

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager which is to serve in that capacity:

Dorothy L. Giel
2925 Cardinal Drive
Vero Beach, FL 32963

ARTICLE V
Qualifications of Manager

The manager of REAL ESTATE & MANAGEMENT GROUP, L.L.C. must be a member of the Limited Liability Company, and shall be elected annually by the majority of voting interests of the members of the Limited Liability Company.

ARTICLE VI
Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by the vote of the majority of voting interests of the remaining members. A member who wishes to transfer or assign their interest in the Limited Liability Company must do so through the Limited Liability Company with the consent of the majority of the voting interests of its remaining members.

ARTICLE VII
Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be determined by the affirmative vote of the majority of the voting interests of the remaining members, who may determine to continue the existence of the Limited Liability Company or may, by their vote, terminate its existence.

ARTICLE VIII
Purpose

The Limited Liability Company is formed for the purpose of transacting any lawful business.

ARTICLE IX
Indemnification

The Limited Liability Company shall indemnify its manager, agent and any person or entity who has served at its request against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been its manager or agent, except in relation to matters as to which any such manager or agent shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such manager, agent or person is liable for negligence or misconduct in the performance of their duties, if such manager, agent or person was acting in good faith, in what is considered to be in the best interests of the Limited Liability Corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the voting members or of any disinterested committee or group of persons to whom the question may be referred by the manager or members, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the Limited Liability Company shall reimburse or indemnify that person for or against all costs and expenses reasonably incurred in connection wherewith, other than for any sums paid to the Limited Liability Company.

Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any Articles of Organization, regulations, agreements, vote of members, or otherwise.

ARTICLE X
Amendment

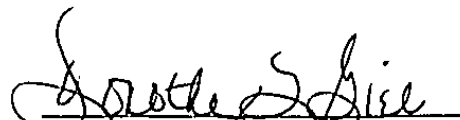
These Articles of Organization may be amended as approved by law as proposed and approved by a majority of the interests held by its members.

ARTICLE XI
Effective Date

The limited liability company's existence shall begin at the time and date of the articles of organization are filed with the Department of State of the State of Florida.

We, Dorothy L. Giel, Manager and Member, and B. P. Willis, Member and authorized representatives of the Limited Liability Company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of REAL ESTATE & MANAGEMENT GROUP, L.L.C.

WITNESS my hand and seal this ____ day of _____, 1995.


Dorothy L. Giel, Manager and
Member


B. P. Willis, Member

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Sworn to and subscribed before me this ____ day of _____, 1995, by
Dorothy L. Giel, Manager and Member, and B. P. Willis, Member of REAL ESTATE &
MANAGEMENT GROUP, L.L.C., who are personally known to me.

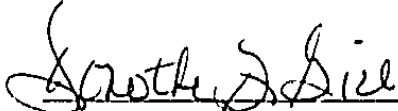
Lynn M. Pappadouplos
Notary Public, State of Florida at Large
My Commission Expires: 06/16/96

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of REAL ESTATE & MANAGEMENT GROUP, L.L.C. deposes and says:

1. the above named Limited Liability Company has at least two members;
2. the total amount of cash contributed by the members is \$100.00;
3. if any, the agreed value of property other than cash contributed by members is \$0, a description of the property is attached and made a part hereto; and
4. the total amount of cash or property anticipated to be contributed by members is \$100.00, this total includes amounts from 2 and 3 above.

MANAGER


Dorothy L. Gil

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

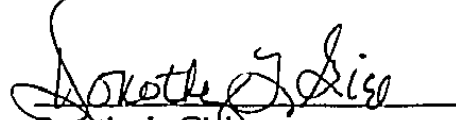
REAL ESTATE & MANAGEMENT GROUP, L.L.C.

2. The name and address of the registered agent and office is:

Dorothy L. Giel, Manager
2925 Cardinal Drive
Vero Beach, FL 32963

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 am familiar with and accept the obligations of my position as registered agent.

MANAGER


Dorothy L. Giel

Date: 09/___/95

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FILED



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 714310 00493A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : October 21, 1995

ORDER TIME : 12:22 PM

ORDER NO. : 714310

CUSTOMER NO: 00493A

CUSTOMER: Dorothy Hudson, Esq
Dorothy A. Hudson, Esq
Suite 200
2125 Windward Way
Vero Beach, FL 32963

800001629958

-11/06/95--01118--009

*****52.00 *****52.00

52.50 52.50

DOMESTIC AMENDMENT FILING

NAME: PERENNIAL PROPERTIES, L.L.C.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

MM CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

N. HENDRICKS NOV - 1 1995

EXAMINER'S INITIALS: _____

RECEIVED
OCT 23 11 58 15
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1995

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: REAL ESTATE & MANAGEMENT GROUP, L.L.C.
Ref. Number: L95000000736

*Please give the
23rd's*

file dat

We have received your document for REAL ESTATE & MANAGEMENT GROUP, L.L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The title of your amendment must state the present corporate name, not the new name after the amendment has been filed. The opening paragraph of the amendment is misleading by stating that the L.L.C. changed its name. Please do not make reference to the new name, except in the article which states what is actually being amended.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 395A00047543

RECEIVED
OCT 27 1995
CORPORATIONS DIVISION

AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
REAL ESTATE & MANAGEMENT GROUP, L.L.C.

FILED
95 OCT 23 AM 8 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REAL ESTATE & MANAGEMENT GROUP, L.L.C. with Articles of Organization originally filed with the Secretary of State on September 26, 1995, does hereby amend its Articles of Organization as follows:

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned limited liability company adopts the following Amendment to its Articles of Organization:

FIRST
NAME CHANGE


The limited liability company does hereby amend its Articles of Organization, and changes its name to: PERENNIAL PROPERTIES, L.L.C.

SECOND
EFFECTIVE DATE

The effective date of this amendment's adoption is October 16, 1995.

Signed this 16 day of October, 1995.

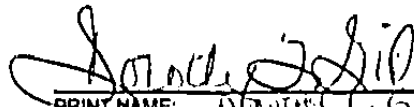
REAL ESTATE & MANAGEMENT GROUP, L.L.C.


B. P. Willis, Member


Dorothy L. Giel, Member & Manager

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 day of October, 1995, by B. P. Willis, Member of REAL ESTATE & MANAGEMENT GROUP, L.L.C., who is personally known to me, (or has produced _____ as identification).

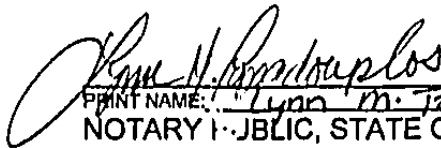


PRINT NAME: DOROTHY L. GIEL
NOTARY PUBLIC
My Commission Expires: 8/22/97



STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 16 day of October, 1995, by Dorothy L. Giel, Member and Manager of REAL ESTATE & MANAGEMENT GROUP, L.L.C., who is personally known to me.



PRINT NAME: Lynn M. Pappadopoulos
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires: 06/16/96

